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# ROCKY V

by

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**FOURTH DRAFT**

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1 CREDIT SEQUENCE 1

ROCKY V

A variety of moments showing ROCKY taking incredible punishment throughout the fight with the Russian.

The film then DISSOLVES TO the last brutal minutes of the savage fight between Rocky and his super-opponent, Drago.

The crowd is insanely CHEERING the combatants to inhuman heights of physical endurance.

Finally the battle culminates with Rocky blasting the Russian across the ring and into unconsciousness. The crowd goes BERSERK.

Rocky is pronounced the winner and gives a rousing speech which leaves the Soviet crowd CHEERING with new-found admiration.

The SCENE FREEZES with Rocky seizing the American flag and leaping up in exaltation.

CUT TO:

2 INT. DRESSING ROOM HALLWAY - NIGHT 2

Rocky, PAULIE, DUKE (TONY) and ADRIAN are swept along by the adoring crowd. The entourage disappears around the corner. The mood is insanely festive and the multitude of Russian VOICES shouting uncensored praise REVERBERATES down the cement corridors... The Russians are CHANTING "Rocky, Rocky!"

DUKE (TONY)
You come through like a champ.

PAULIE
(bellowing)
Yo, Rocky, the giant killer of Philadelphia! Way to punch out that friggin' tomato can, Rocko! We gonna drink a lake of vodka tonight!

Rocky looks dazed and turns to Adrian.

ROCKY
... Adrian?

Adrian does not hear him over the CLAMOR of the crowd.

(CONTINUED)

2 CONTINUED: 2

ROCKY
(continuing; louder)
... Adrian!

She turns to him just as Rocky's legs buckle and he collapses to the floor.

ADRIAN
Rocky!!

ROCKY
(weakly)
I'm alright.

DUKE (TONY)
Everybody get back!

The stunned crowd surges around the fallen fighter.

PAULIE
Rocko, what's wrong? Get back ya's!

Every ounce of strength appears to have been drained from Rocky's body. Rivets of sweat cascade down his forehead and chest... he shivers slightly.

ADRIAN
Somebody please get a doctor!

ROCKY
Everythin's spinnin'.

ADRIAN
Don't get up. Paulie, get some help.

ROCKY
(helplessly)
Why can't I get up... my legs feel cold.

DUKE (TONY)
Everybody get the hell back. The man needs air!

ROCKY
I ain't never felt like this.

ADRIAN
You're going to a hospital.

ROCKY
No hospital.

2 CONTINUED: (2) 2

ADRIAN
What are you talking about, you've got to go.

Two Russians in military uniforms break through the crowd with a stretcher. They yell at the crowd in Russian.

ROCKY
I'm good, everything's good -- just tired, real tired.

ADRIAN
Please let's just make sure, please.

ROCKY
... Whatever you say, Mick.

Adrian's face becomes ultra-concerned when she hears Rocky address her as Mick. They place him on the stretcher.

ROCKY
(continuing)
... Stay with me.

ADRIAN
I'm here.

They carry him away.

3 EXT. HOSPITAL - EXTREME WIDE SHOT - NIGHT (MOSCOW) 3

The urban hospital sits massive and impassive in the center of the Russian metropolis.

4 INT. WAITING ROOM - NIGHT 4

The gloomy area is deserted. Paulie paces and smokes.

PAULIE
I need a drink. How long they gonna take?

Duke (Tony) shrugs.

PAULIE
(continuing)
What the hell's wrong with him?! He always come through before.

(CONTINUED)

4 CONTINUED: 4

DUKE (TONY)
The man took the worse beatin' I ever seen.

Paulie looks at him and lights another cigarette.

5 INT. TESTING LAB - DAY 5

The tiny room is very dark and totally sparse except for Rocky, who sits on a barber-type chair. Twenty or more electrodes are fastened to his forehead and temple region. His brow is stitched and bandaged. His eyes are terribly bruised.

The beam from a single bright strobe hangs six feet away, directly in front of Rocky's eyes.

6 INT. NEXT ROOM - DAY 6

This dim area is filled with a small bank of monitors that are fed by a group of impressive-looking computers.

7 INT. NEXT ROOM - DAY 7

ON SCREEN: an array of ten different angles of Rocky's brain is undergoing analysis. Adrian stands beside DR. KRUSKIN (forty-five, medium height, glasses, keen expression). Beside the doctor are two Soviet assistants.

ADRIAN
How are you feeling, Rocky?

CUT TO:

8 INT. TESTING LAB - ROCKY - DAY 8

The strobe flashes brightly into his eyes.

ROCKY
With all these wires, I feel like a radio. I'm gettin' tired here, Adrian.

CUT TO:

9 INT. NEXT ROOM - ADRIAN 9

She faces the Doctor, whose eye snatches a glimpse at Adrian.

ADRIAN
How much longer?

DR. KRUSKIN
(accent)
The test will be complete soon.

ADRIAN
(into the microphone)
Not much longer, Rocky.
(to Dr. Kruskin)
Why did he fall down like that?

DR. KRUSKIN
We will soon know.

CUT TO:

10 INT. TESTING LAB - ROCKY - DAY 10

He squirms in the chair.

ROCKY
I don't wanna miss the plane.

11 INT. TESTING LAB - EXTREME CLOSEUP - ROCKY'S EYES 11

12 INT. TESTING LAB - EXTREME CLOSEUP - STROBE LIGHT 12

The strobe flashes a blinding glare into the lens and the scene cuts.

CUT TO:

13 INT. DR. KRUSKIN'S OFFICE - DAY 13

The room is very dark except for an eye-level bank of viewing screens (24" TV monitors).

14 INT. DR. KRUSKIN'S OFFICE - CLOSEUP - ADRIAN - DAY 14

She stares at the images.

15 INT. DR. KRUSKIN'S OFFICE - EXTREME CLOSEUP - DR. KRUSKIN - DAY 15

He ENTERS the SHOT and points to a colorful section of a normal brain.

DR. KRUSKIN
Instead of his brain reacting in a normal pattern such as this, the information is received in a distorted fashion.

16 INT. DOCTOR KRUSKIN'S OFFICE - CLOSEUP - DAY 16

He gestures to an identical image of Rocky's brain.

Rocky enters the room. Everyone freezes in anticipation.

ROCKY
How'd I do? Didn't find nothin', right?

DR. KRUSKIN
Do you wish to talk informally?

ROCKY
Yeah, what's wrong?

ADRIAN
Tell him, please.

DR. KRUSKIN
(pointing to the graphs)
Because of the many violent strikes to the head, you have developed a condition called "Cavum Septum Pellucidum," a hole in the membrane separating the ventricles. The brain surface neurons in this area have also been traumatized.

ROCKY
(unnerved)
Adrian, what's this all mean?

DR. KRUSKIN
You have suffered damage to the brain. The tests show the motor responses are impaired as well as memory.

(CONTINUED)

16 CONTINUED: 16

ROCKY
I remember everythin'. Ask me somethin', I've still got my mind.

DR. KRUSKIN
The tests have concluded...

ROCKY
... I heard, yeah, so when does this get better?

DR. KRUSKIN
Better? I'm sorry to say this, but you have irreversible damage.

ROCKY
I feel okay -- I feel good.

ADRIAN
Rocky, you've got to retire.

ROCKY
Retire? I don't wanna retire -- not like this, not in no office. I just fought the best fight of my life, I just did that!

ADRIAN
You have severe head trauma.

ROCKY
He could be wrong, anybody can be wrong!

ADRIAN
I don't think he is.

ROCKY
He's not God. Only God ain't wrong! I don't care, I gotta see other doctors, I don't even know his name. Adrian, a fighter's supposed to go down...

Long pause.

ADRIAN
Rocky?

ROCKY
... supposed to go down in the ring, not like this, not in here. It's not supposed to end like this.

16 CONTINUED: (2) 16

DR. KRUSKIN
To continue to fight could be fatal!

ADRIAN
Rocky, we're secure, you don't need to go on proving anything, you've done it all.

ROCKY
Does it get worse? I seen a lotta punchy guys walkin' around not knowin' what's goin' on, can that happen to me?

ADRIAN
Will it get worse?

DR. KRUSKIN
In most average cases it can be progressive, but there's nothing average about your husband, he is a great sportsman.

Adrian goes over and embraces Rocky.

ADRIAN
(softly)
No one has to know.

17 INT. HOSPITAL HALLWAY - DAY 17

Rocky walks out with Adrian and Dr. Kruskin. Paulie and Duke (Tony) approach.

DUKE (TONY)
How ya feelin', champ?

ROCKY
Real good.

PAULIE
Beautiful. So, Rocko, let's blow this country before they make us join the Army.

Rocky nods.

PAULIE
(continuing)
Hey, Rocko...

(CONTINUED)

17 CONTINUED: 17

ROCKY
Yeah...

PAULIE
Helluva way to spend New Year's, huh?

ROCKY
... yeah.

They disappear around the corner.

DISSOLVE TO:

18 EXT. JETLINER - LONG SHOT - NIGHT 18

A commercial jet is seen soaring through the night. A full moon is seen in the b.g.

19 INT. JETLINER - NIGHT 19

The CAMERA DOLLIES BACK among all the sleeping passengers in first class. It ROLLS PAST Paulie and Duke (Tony) who are fast asleep. Paulie has five empty miniature Scotch bottles on the fold-out tray. The CAMERA ARRIVES at Rocky and Adrian. He is awake, so is she. They are both lost in deep thought. Rocky's head leans on Adrian's shoulder.

ROCKY
Adrian...

ADRIAN
Yes?

ROCKY
Think things is gonna change between us?

ADRIAN
Of course not.

ROCKY
I don't care none what happened to me, just so nothin' ever happens to us.

ADRIAN
It won't.

Rocky closes his eyes and strokes her hair as the SCREEN

DISSOLVE TO:

20 EXT. INTERNATIONAL AIRPORT - DAY 20

A 747 jetliner's wheels BELCH smoke as the massive machine sets down on the runway.

21 EXT. AIRPORT TARMAC AREA - DAY 21

The area is crammed with a swirling potpourri of rabid fans. Young children, like many of the crowd, hold up banners and signs welcoming their hero home.

CUT TO:

22 EXT. AIRPORT - TARMAC AREA - DAY 22

At the reception gate a herd of REPORTERS and minicam crews wait for Rocky to get off the plane.

CUT TO:

23 EXT. AIRPORT - JET - DAY 23

Rocky, Adrian, Paulie (wearing an American flag around his shoulders), and Duke (Tony) exit the plane. Rocky is wearing sunglasses to hide the bruising.

Rocky is overwhelmed by the reception.

ROCKY
What's this?

PAULIE
(gestures to the Reporters)
I called ahead. Nice turnout, whatta ya think?

Rocky approaches the Reporters.

ROCKY
Ya don't think they know.

ADRIAN
They don't know.

24 EXT. AIRPORT TARMAC RECEPTION GATE - CLOSEUP - FEMALE AIRPORT OFFICIAL - DAY 24

leading ROCKY JR. A Security Guard is with her. The Official approaches Rocky. Rocky Jr. runs to his father.

(CONTINUED)

24 CONTINUED: 24

ROCKY JR.
Dad, Dad!

ADRIAN
Don't say anything to him yet, okay? *

ROCKY
C'mere, Slugger! How's Superboy?

ROCKY JR.
I'm fine. Hi, Mom, hi, Uncle Paulie.

ADRIAN
(kisses him)
Hello, sweetheart.

ROCKY JR.
Your face looks sore.

ROCKY
Too much shavin'.

OFFICIAL
Mr. Balboa, I'm Sheila Downs. I'm with Airport Security. We'll help you through this crowd. There's a * press reception inside, of course. *

The entourage is nearing the entrance. *

CUT TO:

24A EXT. AIRPORT TARMAC RECEPTION GATE - DAY 24A *

Suddenly a high school marching BAND steps INTO VIEW. * They are playing a rowdy fight song. *

PAULIE
Yo, Rocko, ya gotta band meetin' ya. *

OFFICIAL
This wasn't scheduled, I'm sorry. *

ROCKY
What's this? *

ADRIAN
I don't know. *

PAULIE
Don't look at me, I didn't do nothin'! *

(CONTINUED)

24A CONTINUED: 24A

Rocky and company look up as a limousine appears through the center of the band. Written on the side of the limo is "G.W. DUKE PROMOTIONS." A VOICE booms from a LOUDSPEAKER in the limo's grill.

DUKE
(booming)
Rocky Balboa, stay where you are! This is George Washington Duke welcoming you home, champ!

ROCKY JR.
This is radical!

DUKE
People, please hold it where you are!

A large black man in his fifties approaches. His name is GEORGE WASHINGTON DUKE, raconteur, playboy and ultra successful fight promoter. At his side is his assistant and yes man par excellence, MERLIN SHEETS. He is in his late thirties or early forties, he is of average or slightly below average height. Even though he has a perennial smile stretched across his face, his eyes radiate a pit bull tenacity. Beside Merlin is a burly black heavyweight fighter named UNION CANE. With his close cropped or shaved head Cane radiates a powerful presence, he is in his middle thirties, a civil man.

DUKE
You did such an extraordinary job, champ, you deserve a royal welcome home, and here it is! Congratulations for a wonderful performance, champ.

ROCKY
Thanks -- this is Adrian.

ADRIAN
Hello. Rocky, it's cold here and you have people waiting.

OFFICIAL
This way please...

DUKE
Don't wanna hold up the procession, but I did wanna be the first to welcome back Philly's favorite son and his lovely wife. Please go on, we'll see you inside, champ!

CUT TO:

24B INT. PRESS CONFERENCE - DAY 24B

Rocky is seated at a table with twenty microphones in front of him. TV lights glare harshly in his face. Adrian is beside him, Paulie and son behind. Four members of the PRESS are present.

REPORTER #2
Rocky, there were rumors of some physical complications after the fight.

Rocky is at a loss.

ADRIAN
That's what they are, rumors. He's very healthy.

REPORTER #2
Rocky, is there going to be a rematch?

ROCKY
No thanks. I sees a dog in the audience, that's a cute animal!

PAULIE
(to Adrian)
Nobody ever asks me a question.

Duke, Cane, and Merlin enter the room.

REPORTER #3
Rocky, recently the American Medical Association said that prize fighting should be banned. Do you agree with the doctors?

ROCKY
Absolutely, doctors should never fight.

DUKE
(steps forward)
Champ, that was a beautiful answer! That's right, keep the doctors out of the ring! Now I would like to digress from the questions and present a little exciting proposition for the media. Now everyone in this city and certainly the world of sports knows my reputation of promoting some of the finest extravaganzas in this country...

MERLIN
(steps up)
... In the world.

(CONTINUED)

24B CONTINUED: (2) 24B

DUKE
... Modesty's a virtue, Merlin, but hell yes, the world over! So now with the press present, I want to ask you to be the rambunctious, flamboyant sportsman we've come to know you to be and offer this man here, Union Cane, the opportunity to challenge you for the Heavyweight Championship of the World.

Cane steps forward.

ROCKY
Yeah, how ya doin', Union?

CANE
(shyly)
Good.

REPORTER #3
Isn't this bad timing, Duke, the man just got off the plane!!

DUKE
Timing's the essence of life, gentlemen. And what I propose is not just an ordinary title fight, but an international superstar event.

MERLIN
The first of its kind! None like it!

DUKE
I'm layin' out the groundwork for a fantastic extravaganza. A super mighty fight to be held in Japan that will be called "Lettin' it go in Tokyo." I've been breakin' alotta bread with my little Japanese brothers an' they have put their millions where their mouth is! So brother, what I have on paper is the largest guarantee ever offered to a champion on this earth! Man, they do love you over there -- Rocky Balboa, America's Dream Machine!
(MORE)

(CONTINUED)

24B CONTINUED: (3) 24B

DUKE (CONT'D)
People, ain't it incredible that only in America could a black man and a white man both rise from oppression, rise from poverty to join hands in an unbelievable international event like "Lettin' it go in Tokyo." Yes, only in America! So, Rocky, all I need is your blessing and you and Union Cane will be part of the richest event to ever hit the Orient!

ADRIAN
No, I don't think that's possible.

DUKE
Mrs. Balboa, you're not against your husband being an international ambassador of sports?

ADRIAN
No, but I am against my husband getting hurt anymore.

DUKE
Well, he looks prime-time to me.

MERLIN
The "Dream Machine" never looked better.

DUKE
Ain't that the truth. That's what you are to folks, the "Dream Machine," a world class champ. And a world class champ's gotta be part of the planet, so can I say that in front of the press here -- Balboa vs. Cane in Japan for the title?

ADRIAN
No you can't.

Rocky tenses.

DUKE
(to Rocky)
The people are waiting for you to step up, brother.

ADRIAN
My husband is retiring. He's decided he really has no more to prove.

(CONTINUED)

24B CONTINUED: (5) 24B

REPORTERS #2 & #3
Rocky, is this true? Are you giving up the title?

ROCKY
Yeah, I guess so.

ROCKY JR.
Dad, don't quit. You won't be famous anymore.

ROCKY
Can I say somethin'?

DUKE
(draws closer)
A battle between you and Cane would be worth a fortune, it's prime time! We all live once, retire? Hell, when we die we're gonna retire for an eternity, don't rush it!

REPORTERS
Let him talk.

ROCKY
(to reporters)
Y'know Mickey use to say about fightin'...
(pause)
"It's mind over matter, until it don't matter."
(to Adrian)
I know I wouldn't have been doin' good all these years without my Adrian, she always kept my mind right. Thanks.
(to the press)
And yo, thanks to youse 'cause except for a couple of shots now an' then ya's been really fair to me. Thanks, it's been great.

Rocky leans over and kisses Adrian, then stands. Rocky embraces Duke. (Tony)

ROCKY
(continuing)
Thanks, Duke. (Tony)

Rocky nods and turns to his son.

ROCKY
(continuing)
Wanna go home?

25 EXT. ROCKY'S MANSION - DUSK 25 *

A limousine pulls up to the beautiful home and the family gets out. The exterior of the home is done up with Christmas decorations.

ADRIAN
We better get inside. Your resistance is low right now.

ROCKY JR.
Dad, I figured out I want to be a radio announcer.

ROCKY
What station ya gonna be on?

ROCKY JR.
S.T.U.N. -- that's nuts spelled backwards.

Rocky puts his arm around his son and wife and walks towards the house... He pauses and stares up at the sky.

ROCKY
(takes a deep breath)
Hey, Junior, did ya ever notice how good New Year's smells. Gotta be the best smell of the year.

ROCKY JR.
Except for birthdays.

ROCKY
Yeah, birthdays have a great odor too.

They move off... Paulie struggles with the luggage.

PAULIE
And carryin' bags stinks most of all.

LIMO DRIVER
(brightly)
I'll get those, sir!

PAULIE
Callin' me a weaklin'?

The Limo Driver freezes as Paulie moves past.

CUT TO:

26 INT. ROCKY'S MANSION - ROCKY'S BEDROOM - DUSK 26 *

Rocky carries his bags into the room.

(CONTINUED)

26 CONTINUED: 26

ROCKY JR.
Dad, come on down to my room, okay.

ROCKY
Yeah, in a minute.

Rocky sets the bags down and rubs his temples. He glances at some framed pictures of himself and some with Adrian from years before.

ROCKY
(continuing)
Good picture...

Rocky goes to a bedside table and picks up a phone book (yellow pages). He flips it open to no place in particular.

ROCKY
(continuing; reading)
St. Mary's Plumbing, 255-1268.

He covers it with his hand and recites from memory.

ROCKY
(continuing)
St. Mary's Plumbing, 255 -- 2, 1, no -- 2, 1, 2...

He clenches his fist in frustration and closes the book. He exits.

CUT TO:

27 INT. ROCKY'S MANSION - DINING ROOM - NIGHT 27

Adrian enters and sees Paulie pacing at the far end of the dining table. He has an official-looking letter clutched tensely in his hand. The dining room is quite moody with the only light coming from a six-foot wide chandelier located nearly head-height above the twelve-foot table.

28 INT. ROCKY'S MANSION - DINING ROOM - MED. SHOT - NIGHT 28

The CAMERA PANS with Paulie as he absently slips a half-finished bottle of beer into the pocket of his baggy pants.

(CONTINUED)

28 CONTINUED: 28

PAULIE
(opening a second letter)
This can't be right.

WIDE SHOT over Paulie.

Adrian opens the door fully. Paulie freezes.

ADRIAN
Paulie, what's wrong? Who's the letter from?

PAULIE
Nobody, just a rotten bill.

PANNING Paulie.

He moves out of the dining room.

29 INT. ROCKY'S MANSION - UPSTAIRS HALLWAY - WIDE SHOT - NIGHT 29

The CAMERA SLOWLY MOVES IN TOWARD a thin sliver of light that angles out of the door in front of Rocky Jr.'s room.

VOICES are heard from behind the ajar door.

ROCKY JR. (O.S.)
(radio voice)
Hello, everybody in radio land. Tonight I had a special interview with Rocky Balboa. Mr. Balboa, is it true you're really not going to fight anymore?

ROCKY (O.S.)
Can't do it.

ROCKY JR. (O.S.)
Why?

ROCKY (O.S.)
Why? How do ya spell that? No, just kiddin'.

ROCKY JR. (O.S.)
Mr. Balboa, don't get mad or anything, but you sound different since you've come home.

(CONTINUED)

29 CONTINUED: 29

ROCKY (V.O.)
How different?

ROCKY JR. (V.O.)
Different -- y'know, a little different.

ROCKY
I don't sound too bad, do I?

ROCKY JR.
No, just different.

30 INT. ROCKY'S MANSION - ROCKY JR.'S BEDROOM - CLOSEUP - ROCKY JR. - NIGHT 30

as his father brushes his hair from his eyes. The room is dark except for a light on the bedside table. The light is in the shape of a boxing glove.

ROCKY
Different, huh, well, y'know what the "B" side of life is?

ROCKY JR.
No, what's the "B" side?

ROCKY
The "A" side is good, "B" side is kinda the throwaway. *

ROCKY JR.
What's it mean? *

ROCKY
It means y'know, that when ya fight * each fight takes a piece out of ya * that can't never be put back. *

ROCKY JR.
Is there something wrong, Dad? *

ROCKY
Me?... No, not really. Ah, I just * wanted ya to know that sometimes * ya might be thinkin' I'm actin' * different, y'know maybe like one * of your kid friends instead of ya * father, but I am ya father an' I * love ya more than what's legal. *

Rocky hears angry voices coming from downstairs. *

(CONTINUED)

30 CONTINUED: 30

ROCKY JR.
Why's mom yelling? *

ROCKY
I dunno. Hey, get some sleep, *
it's good for ya bones. *

Rocky turns out the light. *

31 OMITTED 31
& &
32 32

33 INT. ROCKY'S MANSION - DEN - NIGHT 33

Adrian is pacing furiously as she berates Paulie, who is standing at the bar.

Adrian holds a handful of crumbled papers in her hand.

ADRIAN
You deserve the worst for this! The worst, Paulie!

PAULIE
Ya think I did it on purpose?!?!

ADRIAN
It wasn't your money! It was Rocky's!! Do you know what you've cost us? Everything!!

PAULIE
You wanna get hysterical, I don't need this.

Paulie starts to move off.

PAULIE
(continuing)
It was an accident. I didn't think all this would happen.

ADRIAN
Don't you dare walk away! You manage to give our life away an' it's just another minor problem to you? Do you understand the seriousness of this? Answer me!!

PAULIE
I understand it! I understand the whole friggin' thing! Ya accountant's a thief, not me!

CUT TO:

34 INT. ROCKY'S MANSION - DEN - MED. WIDE SHOT - NIGHT 34

Rocky walks in and catches the full impact of Paulie's tirade.

PAULIE
I done what I thought was right. Good intentions, right!?
(yells)
So don't blame me, I wanna kill the guy more than anybody.

(CONTINUED)

34 CONTINUED: 34

ROCKY
Adrian, what's goin' on?

PAULIE
She's puttin' it all on me.

CUT TO:

34A INT. ROCKY'S MANSION - STAIRWAY - NIGHT 34A

Rocky Jr., hidden half in the shadows, steps up to the balcony railing and listens.

34B INT. ROCKY'S MANSION - DEN - NIGHT 34B

ADRIAN
You're not turning this around!

ROCKY
What'd you do, Paulie?

ADRIAN
He gave our accountant power of attorney.

PAULIE
Gave? I didn't just give, he sent this letter an' said since we was goin' to Russia for a couple of months, he needs power of attorney.

ADRIAN
So why didn't you show it to Rocky?!

PAULIE
'Cause he was busy, his mind was on the fight!!

ADRIAN
He signed it!

PAULIE
(bellows)
I figured he would've signed it anyway!!

ADRIAN
You could've asked me. He didn't ask me because it would've been beneath him. He lost it all.

(CONTINUED)

34B CONTINUED: 34B

PAULIE
(screams)
It ain't all my friggin' fault!

ADRIAN
(screams)
For once in your life be a man and shut up! It's gone, Rocky, the money's gone.

CUT TO:

34C INT. ROCKY'S MANSION - STAIRWAY - NIGHT 34C

Rocky's Jr.'s face turns ashen upon hearing this and the SCENE ENDS.

35 EXT. OFFICE BUILDING - DAY 35

The city looks bleak on this day.

36 INT. LAW OFFICE - CLOSEUP - DAY 36

Secretary sits at her desk typing away. The CAMERA PANS OFF the young woman and TRACKS TO the glass-front office of attorney MICHAEL MORAN, an attractive lawyer in his early forties. Rocky and Adrian are also in the conference room. *

ADRIAN
What you did was illegal, it's the same as stealing.

PAULIE
(loudly)
I ain't a thief, I was conned into it, Rocko. I never took a friggin' dime!

ADRIAN
You just let someone else steal it.

ROCKY
How'd the money go so fast?

MORAN
Easy, your accountant got involved in some very large pieces of commercial real estate... *
(MORE)

(CONTINUED)

36 CONTINUED: 36

MORAN (CONT'D)
... planning to flip them quick for a huge profit and have your money back before you noticed it was gone. Unfortunately for everyone, the deals fell through and payment in the millions was due.

ROCKY
(pacing)
What can ya do? Nothin'?

MORAN
Eight criminal acts have been filed, but due to the tremendous debt payment on the property and six years of delinquent tax returns and overdue mortgage payments, and I see no other way than to file for bankruptcy.

ADRIAN
Mortgages? The house was fully paid for.

MORAN
Apparently not. There's nearly $400,000 still outstanding. How was this guy allowed to operate so unsupervised?

ROCKY
I trusted him.

ADRIAN
What do we do? How are we ever supposed to get out from this debt?

MORAN
Why not a couple more fights?

ADRIAN
No, he's retired.

MORAN
Unretire.

ADRIAN
No.

MORAN
Commercial endorsements, there's a possibility.

(CONTINUED)

36 CONTINUED: (2) 36

ROCKY
I don't think so.

MORAN
Why not?

ROCKY
'Cause I ain't no charity case. All I got, I got with my hands. I'm just a fighter, that's what I used to do.
(pause)
I ain't gonna do things, sell things an' have these people laughin' 'cause they know I'm broke. Adrian wants me to, but me, I wanna just be in a gym, just doin' what I like. Things happen for reasons...
(long pause)
... I'm just a fighter, that's all I can do.

Paulie stands.

PAULIE
I ain't takin' all the heat for this. I thought I was doin' smart business, you trusted him.

ADRIAN
Smart business?!

PAULIE
Everythin's a gamble, but ya don't know that 'cause ya been livin' in this friggin' fairy tale world where the friggin' air don't move. Ya like a goddamn season that don't change!

ROCKY
Hey, you don't talk to her like that!

PAULIE
I ain't no can to be kicked! Everybody forget when she was a queen zero an' you was a bum. I put ya's together, I'm responsible, but nobody ever gives me credit for doin' nothin'! I never got credit!

ROCKY
Credit! All I got is gone --
(MORE)

(CONTINUED)

36 CONTINUED: (3) 36

ROCKY (CONT'D)
-- money to live, money for the kid to go to school so he don't ever have to be like me! See the thing is I seen my family lose the roof over their head -- all those beatin's for nothin'?! "Give ya credit?!" Ya lucky I don't kill ya!

Rocky glares at Paulie then turns to Adrian.

ROCKY
(continuing)
Adrian, I wanna go away from here, okay?

Adrian rises, leaving Paulie stranded in his own misery.

37 EXT. ROCKY'S MANSION - DAY 37

Cars are lined up out front. A sign on the front lawn reads "Estate Sale."

38 INT. ROCKY'S MANSION - DAY 38

Adrian stands in the rear of the living room as an AUCTIONEER moves from one piece of furniture to the next. A group of forty people mill around and make bids. Paulie sits on the second floor landing as the Auctioneer's VOICE filters upstairs.

Paulie sips from a flask. Rocky Jr. enters the room and looks at the crowd.

ROCKY JR.
Why don't you get out! Get out!
(to his mother)
It's our house!

The boy runs out of the stunned room. Adrian follows.

CUT TO:

39 EXT. ROCKY'S MANSION - GARDEN - WIDE SHOT - DAY 39

Rocky's figure is seen standing on the edge of the barren garden. The sound of an Auctioneer's VOICE filters out. Rocky stares in the distance.

(CONTINUED)

39 CONTINUED: 39

Through an obstruction of leafless branches, Rocky sees Rocky Jr. running out of the house. Rocky is pained by the sight.

CUT TO:

40 INT. ROCKY'S MANSION - DINING ROOM - DAY 40

The Auctioneer stands before a large portrait of Rocky in his boxing garb.

AUCTIONEER
A 1981 oil by Leroy Neiman. The opening please...

41 INT. ROCKY'S MANSION - KITCHEN - DAY 41

Rocky drifts into the kitchen as the Auctioneer's VOICE leaks into the room. Two MEN are carrying crates into an adjoining room. Rocky self-consciously takes off his glasses.

MOVER
Hello, champ.

ROCKY
Mind if I look in them boxes?

MOVER
Sure.

The Man sets the large cardboard boxes down and Rocky opens the first one. He removes infant clothing and holds it up. Rocky opens the second box and starts to rummage through old clothing. He pulls out his leather coat.

Adrian stands in the doorway. Rocky notices her.

ROCKY
Putta lotta miles on this garment.

She nods. Rocky digs in and pulls out his crushed hat. He slips it on his head and steps up to Adrian.

ROCKY
(continuing; softly)
That's great.

ADRIAN
What is?

(CONTINUED)

41 CONTINUED: 41

ROCKY
It still fits.

He puts his arm around Adrian. They head down the hallway.

ROCKY
(continuing)
I'm gonna go out for awhile. Hey, could ya talk to the kid, he's mad at me.

ADRIAN
No he's not.

ROCKY
(exits)
Maybe say somethin' to make him feel better.

41A EXT. ANDY'S BAR - NIGHT 41A

A pair of hard-core blue-collar construction worker types enter.

41B INT. ANDY'S BAR - NIGHT 41B

A crowd is gathered around Rocky who is very drunk with his hat tilted back. He sweats profusely as he relives his earlier ring battles with Apollo Creed.

ROCKY
One jab, two, three! Apollo's doin' a drum solo on my face! Right, right -- no, it was a left hook.

Rocky takes a swill of beer from a bottle on the bar.

ROCKY
(continuing)
So what was happenin'? Oh, yeah, he's drilling me so I'm seein' birds, hearin' music -- I got this disco goin' in my head -- an' I'm lookin' for an openin'. Apollo's pourin' it on, bang, bang...

Rocky moves to the center of the bar room. People are laughing behind his back.

(CONTINUED)

41B CONTINUED: 41B

ROCKY
(continuing)
Then I seen it! His ribs -- they got my name on 'em. I gotta get his ribs or I'm outta there. I sees the openin' -- zap -- I throw four lefts an' Apollo bends in half. I know I'm gonna make the bell.

DRINKER #1
Hey, ya talk a good fight.

ROCKY
How's that?

DRINKER #1
What ya doin' here, go fight!

People laugh.

ROCKY
Ya wanna throw a few to the head, yeah?

DRINKER #1
I ain't no pro, pal.

ROCKY
Look, I'm talkin' here...

ANDY
Yo, Rock, nobody wants to see ya talk, go fight somebody.

DRINKER #2
He's shot.

ROCKY
I'm what?

DRINKER #2
Ya legs are gone, Rock, face it.

ROCKY
I'm shot?

DRINKER #2
Hey, if ya ain't, whatta ya doin' here?

DRINKER #1
Nice trainin' camp.
(MORE)

(CONTINUED)

41B CONTINUED: (2) 41B

DRINKER #1 (CONT'D)
(to Andy)
Another brew.

ANDY
Forget it, Rock. Drink up.

ROCKY
How 'bout everybody here at one time. How 'bout it? How 'bout everybody on that side of the room take me on. C'mon, make like frogs an' jump me! C'mon, I'm shot!

A couple of men smirk in the background.

ROCKY
(continuing)
Ya think I'm funny? I'm a joke? I come off these streets, I took my beatin's, I seen beautiful things around the world an' I talked with important people! I done somethin' with my life! Ya laughed when I came off these streets, now I come back an' ya still laugh!

ANDY
C'mon, Rock, everybody with ya, we're all the same here.

ROCKY
Yeah, the same? Then how come they ain't laughin' at you? I never belonged here.

Rocky staggers out of the bar.

42 EXT. MAUSOLEUM - DAY 42

Rocky walks across the wet streets and gazes up at the stone structure.

43 INT. MAUSOLEUM - DAY 43

Rocky is pacing at the front of Mickey's crypt.

ROCKY
I don't know how it all happened, Mick, but it did, and I don't know if I can take being down. Ya think I can handle it? I dunno. I sometimes lie to myself, like before I fight like I weren't scared, but I always had scaredness, you knew that.

MICKEY (V.O.)
I don't care who ya are, ya gonna get hit.

CUT TO:

44 FLASHBACK - INT. MICKEY'S RUNDOWN ROOM - MICKEY AND ROCKY - DAY 44

They are sitting in Mickey's rundown room. It is 1976.

MICKEY
Forget the pain! Pain is the name of the game.

CUT TO:

45 PRESENT - INT. MAUSOLEUM - ROCKY - DAY 45

ROCKY
This never woulda happened if ya didn't die.

CUT TO:

46 FLASHBACK - INT. MICKEY'S RUNDOWN ROOM - DAY 46

Rocky and Mickey in the past.

MICKEY
... Ask God for help if ya gotta, but don't blame the guy if ya get hit, blame yaself for leavin' ya guard down.

CUT TO:

47 PRESENT - INT. MAUSOLEUM - ROCKY - DAY 47

ROCKY
Things outside the ring are harder than inside.

CUT TO:

48 FLASHBACK - INT. MICKEY'S RUNDOWN ROOM - DAY 48

Mickey paces, Rocky is enraptured.

MICKEY
Ya know I'm gonna put this angel on ya shoulder an' when ya get really hurt an' think ya goin' down, or think it's all over, this angel's gonna get in ya ear an' scream, "Get up, ya son of a bitch!" No matter how tough it gets, stand up an' fight! Always keep ya angel's feathers clean...

CUT TO:

49 PRESENT - INT. MAUSOLEUM - ROCKY - DAY 49

ROCKY
Don't ever let the little bum hit the floor...

CUT TO:

50 FLASHBACK - INT. MICKEY'S RUNDOWN ROOM - DAY 50

MICKEY
Don't ever let the little bum hit the floor!

CUT TO:

51 PRESENT - INT. MAUSOLEUM - ROCKY - DAY 51

Rocky rubs his scarred eyes and starts to exit.

ROCKY
You was the angel.

CUT TO:

52 EXT. MICKEY'S GYM - NIGHT 52

The CAMERA PANS DOWN the sign and finally COMES TO REST ON Rocky.

Rocky is now dressed in his old original clothing. After a moment of reflection, he moves, frowns and inserts a key.

53 INT. MICKEY'S GYM - CLOSEUP - DOOR - NIGHT 53

It opens and reveals Rocky, who moves forward.

Rocky hits the switch and a few antiquated overhead lights snap on giving the surroundings an eerie appearance.

VOICE
Get the hell outta here before I call the cops!!

Rocky turns in the direction of the voice.

ROCKY
Nobody needs the cops, Jimmy.

54 INT. MICKEY'S GYM - CLOSEUP - NIGHT 54

broken window pane of a mashed covered door -- part of a face can be seen.

JIMMY
Is that you, Rock?!

ROCKY
Yeah.

The door's three locks UNBOLT and little JIMMY appears like a mushroom out of the dark. The years have not been altogether kind.

JIMMY
What ya doin' in here?

ROCKY
The chicken's come back to roost -- whattya think?

JIMMY
I think it's great.
(pause)
Rock, I'm sorry 'bout the bad luck. Anythin' I can do?

(CONTINUED)

54 CONTINUED: 54

ROCKY
Yeah, help pull this place together. Y'know it's the only thing Mickey left me, an' now it's the only thing I got left.

JIMMY
Hey, Rock, ain't ya gonna be embarrassed comin' back here? It's like goin' backwards.

ROCKY
I ain't gone backwards. It's like I just come around.

Rocky starts toward Jimmy and AWAY FROM the CAMERA.

ROCKY
(continuing)
So how the showers workin'?

JIMMY
They leak.

ROCKY
An' the toilets?

JIMMY
Broken.

Rocky laughs.

ROCKY
Great how some things never change!

55 EXT. ROCKY'S MANSION - NIGHT 55

The house looks serene in the moonlight. A taxi pulls up and Rocky gets out.

56 thru 64 OMITTED 56 thru 64

64A INT. ROCKY'S MANSION - KITCHEN - NIGHT 64A

The kitchen is dimly lit with the only light coming from a lamp fixture over the sink area. The set is very shadowy. A television is ON with the late news, a REPORTER is discussing Rocky's bankruptcy.

(CONTINUED)

64A CONTINUED: 64A

Paulie sets down a pint bottle of Scotch, turns a knob on the oven and slowly opening the door, sticks his head inside.

VOICE
You don't need this.

With his head still in the oven Paulie turns and sees Rocky standing in the shadows just outside the doorway.

ROCKY
What's it gonna prove, Paulie?

Paulie just stares at Rocky.

ROCKY
(continuing)
Nothin', just nothin'. I can't afford to lose no more family people.

PAULIE
You should wanna see me dead.

ROCKY
Why?

PAULIE
Why? I wrecked ya friggin' life!

ROCKY
Ya didn't wreck it. Ya changed it, yeah, ya did that, but I ain't gonna say it's wrecked.

PAULIE
Nobody can lose everythin' an' say it's not over. How do ya go from bein' a king to trash again?

ROCKY
Hey, don't say that. I weren't no king, never. I was a pug who caught a break, that's all. Yeah, the money's gone, that's a fact. So what am I supposed to do, kill myself? We lived great for a few years, now we're gonna live like regular people. An' to tell ya the truth, Paulie -- I dunno, maybe it's crazy, but I think I had most when I had nothin'.

(CONTINUED)

64A CONTINUED: (2) 64A

PAULIE
Ya want me outta ya life? Maybe ya wanna hang around with some new people.

ROCKY
(pats him on the shoulder)
They say ya a bum, an' they say I'm punchy. So together we equal an average person -- so I don't need to meet new people.

Paulie hugs Rocky and the fighter departs.

PAULIE
Rocko, I still got my place in the ol' neighborhood -- need a place, just ask.

Rocky nods and starts to dolefully exit.

ROCKY
Were ya really gonna do yaself in with the oven?

PAULIE
Yeah, I was.

ROCKY
I don't think so.

PAULIE
Why ya say that?

ROCKY
'Cause it's a microwave.

Rocky turns and walks out. As he passes the doorway, he sees Adrian's dim figure ten feet in front of him. She's heard everything. They slowly embrace in the bleak surroundings.

ROCKY
(continuing)
I'm gonna make it better.

The CAMERA DROPS BACK revealing the barren living room and foyer. Rocky and Adrian look like two people totally out of place and time.

65 EXT. PAULIE'S ROW HOUSE - LOWER CLASS NEIGHBORHOOD - DAY 65

A group of about twenty-five NEIGHBORS and curiosity seekers gaze across the street. A couple of Neighbors have video cameras. Four middle-aged ladies hold a sign that reads, "Welcome Back Home."

Rocky and Jimmy are carrying out boxes of clothing. Rocky hoists a box containing trophies.

JIMMY
That stuff must be worth a fortune.

ROCKY
Only to me.

NEIGHBOR
(old woman)
Good havin' ya's back. Anythin' ya need, ask.

NEIGHBOR
Happy Valentine's Day. You can be my Valentine any time, sweetie.

ROCKY
Appreciate it.

CUT TO:

66 INT. PAULIE'S ROW HOUSE - DAY 66

Paulie puts some boxes in the corner of the living room. He looks out the window at the neighbors. Rocky enters.

PAULIE
Why don't they go find some other accident to stare at!!
(to Rocky)
Rocko, even if it's my joint, ya an' the sister are welcome to the big bedroom, no charge.

ROCKY
(dry)
Ya too good to me.

PAULIE
Hey, I know ya feelin' down but ya should be glad I hung on to this place.

(CONTINUED)

66 CONTINUED: 66

Rocky nods and goes down the basement stairs. Paulie looks at Jimmy.

PAULIE
(continuing; glances around)
I did somethin' right -- right?

Rocky moves out back.

CUT TO:

67 EXT. PAULIE'S ROW HOUSE - BACK YARD - DAY 67

The dilapidated house has a tiny concrete yard surrounded by a peeling, nondescript colored wooden fence.

Adrian and Rocky Jr. are arguing in the back yard. Rocky Jr. is pacing with agitation. There is fear on his face.

ROCKY JR.
I don't want to! I can't, Mom, I don't know what to do! I can't, Mom. Please don't make me go there.

Rocky stands at the door and listens to the animated conversation.

ADRIAN
You have to enroll today. After the first day everyone will get to know you and they'll be your new friends.

ROCKY JR.
I don't want new friends. Why can't I have my old friends? Why can't Dad fight again and make some money! Why can't he do that?

ADRIAN
Because he can't.

ROCKY JR.
(overriding)
Why'd he have to lose all his money?!

ADRIAN
Junior, you don't know what you're talking about!

(CONTINUED)

67 CONTINUED: 67

ROCKY JR.
Mom, since we're in a new neighborhood, can you call me Robert. I want to be called by my real name, Junior's going to get me killed.

Rocky walks out of the back door.

ROCKY
Hey, Superboy, ain't -- aren't ya gonna be late for school? *

Rocky holds out his hand.

ROCKY
(continuing)
C'mon, let's take a walk, Junior.

ROCKY JR.
(softly)
Robert, okay?

The child guides himself past his father. Adrian looks sympathetically at her husband.

ROCKY
The kid's really startin' to hate me, right?

ADRIAN
Just talk to him, he's scared. *

ROCKY
I owe him better than this. *

ADRIAN
You have no reason to feel guilty, * it wasn't your fault. *

ROCKY
One more fight, we're out. *

(CONTINUED)

67 CONTINUED: (2) 67

ADRIAN
Don't even think that way!

ROCKY
It was just thinkin'. What ya gonna do today?

ADRIAN
I called the pet shop, they said I could work part time.

ADRIAN
Adrian, ya too good, too smart to work there.

ADRIAN
I feel comfortable there, it'll be fine.

Rocky kisses her and turns.

ROCKY
God, did we ever leave this place?

He exits.

68 EXT. PUBLIC SCHOOL - DAY 68

Rocky comes walking down the street with his son and Paulie. Around Paulie's neck hangs a camera.

ROCKY
The most important thing is to learn ya lessons right.

PAULIE
Ain't that where the Atomic Hoagie shop was?

ROCKY
Yeah, I dunno.
(to his son)
Ya gotta make no misakes, no cheatin', studyin' is...

Paulie glances around.

PAULIE
Rocko, what happened? Some disease eat this place or what?

(CONTINUED)

68 CONTINUED: 68

ROCKY
... I dunno.
(to son)
In school, don't look over at the next desk an' cheat...

PAULIE
Like we done.

ROCKY
'Cause someday the desk might be empty an' now ya on ya own an' ya better know more than the next bum or ya gonna be left out in the cold.

PAULIE
Like us.

ROCKY
Yo, I didn't mean that. See, life can get very crappy sometimes an' if ya get smart an' learn everythin' ya'll go zoom to the top an' nobody can ever touch ya.

Rocky Jr. turns away from his father and eyes the dreaded public school.

ROCKY JR.
Please, Dad, I don't want to go to this school.

ROCKY
Ya gotta.

ROCKY JR.
Why?

PAULIE
To meet broads.

ROCKY
Listen, school is necessary for mental health.

ROCKY JR.
I'm gonna get punched. I've been hearing the kids around here say it all the time. Everybody wants to fight Rocky's kid -- wouldn't you if you were a kid?

(CONTINUED)

68 CONTINUED: (2) 68

PAULIE
Boy makes sense.
(to Rocky)
Want I give him a blackjack until he gets acquainted.

Rocky looks at Paulie.

ROCKY
Hey, ya special, be twice as nice as ya gotta 'cause they won't expect that, okay.

Rocky goes to hug his son. The boy backs off when he sees several hard-looking youths standing fifty yards away.

ROCKY JR.
(very self-consciously)
Don't do that, Dad.

ROCKY
Sorry, good luck.

ROCKY JR.
Yeah.

Rocky Jr. heads for the entrance of the school. Rocky looks crestfallen.

PAULIE
C'mon, he's gotta grow up, Rocko.

They start to move away. Paulie picks up the camera and starts unscrewing the lens.

PAULIE
(continuing)
Y'know what I like best about kids?

ROCKY
What?

PAULIE
That they belong to someone else.

Paulie brings the camera body up to his lips and takes a swill of booze. They move on.

68A EXT. PET SHOP - DAY 68A

THROUGH the window, we can see Adrian working behind the counter.

68B INT. PET SHOP - ADRIAN'S POV - DAY 68B

She sees Rocky approaching the gym across the street.

CUT TO:

69 EXT. MICKEY'S GYM - DAY 69

Rocky sees her and starts to approach.

TOMMY (O.S.)
Rocky, Mr. Balboa.

Rocky turns and sees a powerful-looking blond MAN approaching. He is holding a gym bag.

TOMMY
(continuing)
Can I talk with you for a minute?

ROCKY
I was on my way to talk to my wife.

TOMMY
Just one minute.

ROCKY
(yells to Adrian)
Let's do lunch!
(to Tommy)
Yeah?

TOMMY
My name's Tommy Gunn, I'm from...

PAULIE
Tommy Gunn? Ya better be tough with a name like that. Rocko, it's too cold, I'm going inside.

Paulie starts off.

PAULIE
(continuing)
Tommy Gunn -- I like that.

ROCKY
It's getting a little cold here...

TOMMY
I'll make it fast. I come from Oklahoma, I had an amateurs record of forty-five and one...
(MORE)

(CONTINUED)

69 CONTINUED: 69

TOMMY (MORE)
I turned pro at eighteen and had eight fights and now that I'm twenty, I just want to show you what I've got.

Just then a limo pulls up. Rocky hears his VOICE over a LOUDSPEAKER. The limo door opens and George Washington Duke climbs out with his sidekick Merlin Sheets.

DUKE
Mr. Robert "Rocky" Balboa! Good to see you again, friend.
(to Tommy)
Boy, I have some business here, thank you, my man.

Steps forward.

ROCKY
How ya doin'?

DUKE
Got my health, what more can a man ask for?

MERLIN
George would like to take a meeting at his office. What's your schedule?

ROCKY
I gotta work now.

MERLIN
I thought you had nothing but free time, babe.

ROCKY
I gotta get to work.

DUKE
Work? Where, here in this accident?
(gestures toward the building)
You truly have fallen on bad times, haven't you, champ?

ROCKY
(starts away)
It has good construction.

69A INT. PET SHOP - ADRIAN'S POV FROM ACROSS THE STREET 69A

Adrian sees this. She grabs a jacket and starts out the door.

69B EXT. MICKEY'S GYM - DAY 69B

MERLIN
Rocky, wait, George wants you to think about putting on those damn gloves again an' picking up a hell of a payday, hear?

ROCKY
(unconvincingly)
I'm retired officially.

Tommy's close enough to hear what's transpiring.

DUKE
Bullshit to that notion, brother. Let me lay out some data an' facts. You do have marquee value, because you do put butts in the buckets, I'm talkin' asses in the seats! A businessman with any sort of brain don't expire an' retire when he can put asses into seats unless he's sittin' on his own brain! Only in America do we get these opportunities! Only here!

MERLIN
George, Rocky's got the picture, he knows he's got the touch.

ROCKY
What's the story?

DUKE
Union Cane's gonna be champ soon, fact of life. When he is, challenge him an' damn if you won't be right back on your sweet feet with this one match-up. 'Cause people love comebacks, they love longshots, they love fairy tales, an' brother, there's nothin' in boxing more ultra commercial than an ultra fairy tale comeback of a down-on-his-luck snow-white underdog! Hell, ya'll be too rich to bitch! Like Mark Twain once said, "Virtue has never been as respectable as money!"

(CONTINUED)

69B CONTINUED: 69B

Tommy is drinking all this in.

MERLIN
Hear what he's sayin', you're the great white hope. *

ROCKY
You mean great white dope.

MERLIN
(mock concern)
Hey, don't run yourself down. George, he shouldn't be doin' that, he's the best. * * *

DUKE
Hell no, don't do that, ya still got drawin' power an' boxin' ain't nothin' but show business with bruises, pure an' simple! And hell, Union Cane can fight five other contenders, but who cares about a string of nobodies, they're muscle, but ain't got no mystique. Now Cane's old, an' yeah, he's still the best around -- * * *
(to Merlin)
-- but I think he could take him.

MERLIN
Who, Rocky? In shape -- guaranteed?

CUT TO:

69C EXT. MICKEY'S GYM - DAY 69C

Adrian approaches from behind. Tommy steps aside.

DUKE
This comeback's in the bag an' worth millions. We'll all fill our pockets. An' if ya got people you wanna work with ya, bring them on. Crumbs from the table of plenty feed many. This deal is hot -- calliente!

MERLIN
Rocky, George makes sense.

ADRIAN
No he doesn't.

(CONTINUED)

69C CONTINUED: 69C

DUKE
Where'd you come from? Mrs. Balboa just appeared! Did you see that, the woman's magic. *

MERLIN
She's special, no doubt. *

ADRIAN
Look, Mr. Duke, Rocky may want to fight, but he's not going to. *

DUKE
What's everyone doing for dinner? *

ADRIAN
He's stayin' retired. *

DUKE
(harder)
I'm talkin' business now, an' brother, do you like being poor? Do you like reachin' in ya pocket an' only feelin' ya leg? You can have your wife do ya rappin', but I'm gonna tell you your blowin' ya last golden opportunity to dump this loser image so you never have to work in a trash house like this. Man, get in bed with me an' I'll make ya so much money you and your wife'll be able to swim in it.
(to Adrian)
You can swim, right?
(to Rocky)
What do you say? *

ADRIAN
(to Rocky)
What do you say, Rocky?

Rocky looks at Adrian then pauses.

ROCKY
Like she says, I'm done. *

DUKE
Brother, ya gotta car license? Got somethin' like that? *

ROCKY
Why? *

(CONTINUED)

69C CONTINUED: 69C

DUKE
'Cause someday I might need a new limo driver. *

Duke looks hard at Rocky then brushes past Tommy and heads to the limo. *

MERLIN
You don't put the burn on people like Duke. *

He moves away.

ADRIAN
I know it's hard, Rocky.

ROCKY
I'd go for it, y'know, if you weren't here. *

(CONTINUED)

69C CONTINUED: (2) 69C

ADRIAN
I know.

ROCKY
C'mon you, go get inside, can't you hear them animals calling.

Adrian kisses him and departs.

TOMMY
Can I talk with you now?

ROCKY
My head's a little busy now.

Rocky enters the building, leaving Tommy alone.

70 OMITTED 70

71 INT. SCHOOL - DAY 71

Rocky Jr. moves along the hallway as students flow in and out of classes. A group of four youths follow behind him. The leader is named CHICKIE GRABOWSKY, a Slavic-looking, mean-spirited bastard. A girl named JEWEL is also a member of the group. Rocky Jr.'s leather coat stands out.

JEWEL
Hey, ain't you Rocky's kid?

ROCKY JR.
Excuse me?

JEWEL
I said, ain't you...

CHICKIE
He heard -- ya Rocky's kid, right?

ROCKY JR.
Yes, how're you doing?

CHICKIE
My name's Chickie, I like ya coat.

ROCKY JR.
Thanks.

CHICKIE
Ya know what?

(CONTINUED)

71 CONTINUED: 71

ROCKY JR.
What?

CHICKIE
Ya ol' man's a punk.

JEWEL
C'mon, Chickie.

Rocky Jr. swallows hard and moves away.

CHICKIE
Ya hot for him or somethin'?

JEWEL
What's the matter with you?

CHICKIE
(to Rocky Jr.)
Ya ol' man's a punk. He quit before somebody kicked his ass.

ROCKY JR.
That's not true!

CHICKIE
(mockingly)
"That's not true." Wanna do something 'bout it? You callin' me a liar?

He smacks Rocky Jr. in the back of the head.

ROCKY JR.
No, no, I'm...

CHICKIE
(shoves him)
I'm what? I'm what? Ya wearin' my coat! Gimme my coat.

JEWEL
Don't take his coat.

CHICKIE
Jewel, ya wanna beatin'?
(to Rocky Jr.)
An' if ya don't want a beatin', I want some money every day -- got that?

Chickie slaps Rocky Jr. half-heartedly on the side of his head.

71 CONTINUED: (2) 71

CHICKIE
(continuing)
How come ya got my coat on?

Rocky Jr. glares at Chickie.

JEWEL
(softly)
Better let him have it.

Rocky Jr. swallows his pride and removes the coat.

72 EXT. MICKEY'S GYM - DAY 72

The streets are active with traffic.

CUT TO:

72A OVERHEAD 72A

An elevated train RUMBLES through the neighborhood. Several black fighters are seen entering the gym.

73 INT. MICKEY'S GYM - DAY 73

The gym is alive with thirty fighters pounding away on an assortment of equipment.

Paulie stands at the front door. Paulie is speaking with a black TEENAGER dressed in a sweatsuit and a brim hat. He holds up a pair of old sweat socks.

PAULIE
These socks here are five bucks a piece. Worn by Rocky many times -- very valuable.

TEENAGER
What more you got?

PAULIE
Rare items.
(pulls a cup out of his pocket)
Rocko drank out of this. Ten bucks for you.

TEENAGER
How do I know he drank outta it?

(CONTINUED)

73 CONTINUED: 73

PAULIE
Ya blind?! C'mere, see the lip marks.

The Teenager moves inside and Paulie turns back and sees Tommy.

PAULIE
(continuing)
Tommy Gunn.

TOMMY
Is Rocky busy?

CUT TO:

74 OMITTED 74

75 INT. MICKEY'S GYM - ROCKY - DAY 75

Wearing his trademark hat, he stands on the apron of the ring observing two Latin fighters. Jimmy stands beside him.

ROCKY
That's the way, Chico. Move the feet -- C'mon, ya not the mummy, move -- to the left, now right. Yeah, change the music.

The fighter does as instructed and the BELL ends the round.

Paulie comes over with Tommy.

PAULIE
You remember Tommy the Gunn? He wants to fight -- I says, then get married.

Rocky smiles and turns to Tommy.

ROCKY
(gestures)
There's the ring, kid.

JIMMY
(to Tommy)
Go change over there.
(to a big heavyweight hitting the bag)
Benson, wanna move a little?

(CONTINUED)

75 CONTINUED: 75

BENSON, a hard-looking fighter, nods yes and whacks the heavy bag.

PAULIE
Yo, Rocko, I'm shovin' off to the meathouse. I'll palm some steaks tonight.

Paulie starts to move off.

ROCKY
Hey, Paulie, whatta ya doin' with my toothbrush?

PAULIE
Souvenirs -- people like them. Twenty bucks I can get.

Rocky takes the toothbrush.

ROCKY
I enjoy this brush!

PAULIE
(walks away)
Ya got any old underwear? Keep 'em, they're worth a fortune!

Paulie exits as people turn and smile at Rocky.

76 thru 80 OMITTED 76 thru 80

81 INT. MICKEY'S GYM - RING - DAY 81

Tommy is in the ring with Benson.

Jimmy is standing beside Rocky.

JIMMY
(eyes Tommy)
That's how tall I shoulda been.

ROCKY
Short people live longer.

JIMMY
How's that?

(CONTINUED)

81 CONTINUED: 81

ROCKY
Ya always hear stories 'bout the little old man who did this or the little old man who did that, but I never hear much stories 'bout the "big" old man doin' nothin'.

JIMMY
I feel better already.

ROCKY
Okay, kid -- let's see what ya got.

The BELL sounds and Tommy moves out against the sparring partner named Benson.

JIMMY
Go easy, Benson!

Tommy starts forward and throws several jabs. Rocky is impressed. AL SILVANI drifts over beside Rocky. He is a cut man.

AL
Not bad.

ROCKY
Jab, jab -- double-up!

Tommy in his need to impress starts bombing away. He misses a wild left.

JIMMY
Damn, is there a draft in here.

Benson moves easily then suddenly lashes out and catches Tommy with a left to the gut and right to the jaw.

Benson moves in and is suddenly met by Tommy's two-fisted assault.

Tommy pounds the sparring partner into a corner and unleashes a furious barrage.

Benson tries to move out of the corner, but is backed up.

JIMMY
(continuing)
Whatta ya think?

ROCKY
Time!

(CONTINUED)

81 CONTINUED: (2) 81

Tommy double-hooks to the body. Benson buckles to one knee.

JIMMY
Time!

Tommy ceases fire.

ROCKY
Got ear trouble, I said time!

BENSON
(gasping)
What's your problem, man?

Rocky turns away.

ROCKY
Ya don't listen too good.

TOMMY
Sorry I got wild, being in front of you ain't easy.

The big fighter climbs out of the ring.

BENSON
(walks off sulking)
We gonna do it again, hear?

TOMMY
(to Rocky)
I'm sorry, man, but he fired on me first.

ROCKY
I seen...

TOMMY
What do ya think 'bout the way I move? *

ROCKY
Like a slot machine -- too much * with one arm, ya feet are squared- * off an' ya pushin' ya right. But * ya got no dog in ya, ya gotta * lotta steam. *

TOMMY
So you think you want to do it?

(CONTINUED)

81 CONTINUED: 81

ROCKY
Do what?

TOMMY
Handle me, teach me. I traveled all the way cross-country to ask you that.

ROCKY
Oh no, what ya need is ah, real management. That's not my specialty.

(CONTINUED)

81 CONTINUED: (3) 81

TOMMY
How 'bout you tryin' to manage me, unless you think I got nothin' goin'.

ROCKY
No, ya got good tools...
(long pause)
... but the only thing I managed was to screw up my... forget it.

TOMMY
You'd be good.

ROCKY
Hey, there's a lotta managers that would clam right on to you.

TOMMY
I don't trust 'em. I know you'd do right with me.

ROCKY
Good luck.
(Rocky pauses, then turns back)
An' listen, y'know, pick good. Mickey used to say...
(pause)
... ah, sometimes the most dangerous guy to a fighter ain't the guy across the ring, it's the guy standin' behind ya. See ya.

Rocky walks towards the dressing rooms.

JIMMY
You're crazy -- take 'em on. That kid got crunch in his punch.

ROCKY
"Crunch in his punch."
(smiles)
Ya talk a lot for a little old man.

JIMMY
At least I'll live long.

Rocky smiles and moves through the dressing room.

81A EXT. SCHOOL - DAY 81A

Several blocks from the building, Rocky Jr. walks home. His face is bruised. Jewel appears, she cautiously looks over her shoulder. Rocky Jr. is missing his coat.

JEWEL
How ya doin'?

Rocky Jr. remains silent.

JEWEL
(continuing)
Ya cold? Ya look cold.

ROCKY JR.
Don't worry about it.

JEWEL
Here, take my coat. I gotta sweater.

ROCKY JR.
No thanks. Where's ya boyfriend?

JEWEL
Him? Forget it. He needs to get manners, class -- y'know. Hey, I'm Jewel, by the way.

ROCKY JR.
I'm gonna get my coat back someday.

JEWEL
Good. So how was it being rich?

They walk off.

82 EXT. MEAN STREET - NIGHT 82

Paulie and Rocky cross the wet street. Paulie has an assortment of packaged meat in his arms. He wears a plastic hard hat from the meat house. Lame Christmas decorations are up.

PAULIE
(drinking)
Walkin' in an' out of the freezer's killin' my bones. How come you don't have arthritis?

ROCKY
Ain't I got enough.

(CONTINUED)

82 CONTINUED: 82

PAULIE
Listen, I palmed some flank, some chuck, filets...
(reaches in his pocket)
... and a joint for soup.
(he sips from a flask)
God, I wish I owned this company.

Rocky and Paulie walk past a group of YOUNG PEOPLE huddled around a burning trashcan. They look drugged-out and physically deplorable... Three of the people are from "ROCKY I." MARIA and CHIP TOOTH are also present.

DRUGGIE #1
Hey, man, didn't ya used to be Rocky?
(to friends)
Didn't he used to be...

ROCKY
Yeah, how ya doin'? Y'know guys used to sing here?

DRUGGIE #1
Yeah, got any spare change?

PAULIE
You dirtballs too crippled to work?
(to Rocky)
'Cause of bums like this the Japs are buyin' up the country.

MARIE
Hey, we ain't bums, dirtball.

Paulie tenses.

PAULIE
Ya open ya mouth bigger, I can put my foot in it. *

ROCKY
Yo, time. Hey, Marie, that you? *
You who I think it is? Marie? *

MARIE
Yeah, it's me.

ROCKY
Ah... whatta ya doin' here? *

MARIE
What's it look like? I'm stayin' warm.

(CONTINUED)

82 CONTINUED: (2) 82

ROCKY
I don't believe this.

MARIE
What?

ROCKY
Like yesterday I seen her, she was this kid. I thought ya woulda got married by now, y'know.

MARIE
I am married, man.

She points. A dense-looking DRUGGIE sitting on a cardboard box. He is zoned out.

MARIE
(continuing)
My ol' man.

ROCKY
Marie, ya remember when ya was young an' I was walkin' ya home talkin' 'bout...

MARIE
... my rep, ya said be good, or I'll get this bad reputation.

ROCKY
Ya gotta do somethin' with ya life -- look at ya.

MARIE
(laughs)
Look at you. Got any change?

Rocky fishes a buck out of his pocket. Rocky looks at Marie and moves away.

PAULIE
Here...
(he pulls out the joint and tosses it to the bums)
... get healthy -- make some soup.

They start to walk up the street.

PAULIE
Give money to bums, ya keep 'em bums.

(CONTINUED)

82 CONTINUED: (3) 82

ROCKY
That was Marie, remember that cute girl. What happened?

PAULIE
Hey, this ain't no health resort, Rocko.

ROCKY
This could be my kid.

PAULIE
No way.

ROCKY
Don't say no. Yeah, it could be.

Rocky looks across the street and sees a dark figure coming towards him.

TOMMY (O.S.)
Rocky?

ROCKY
Yeah?

PAULIE
Who's that?

CUT TO:

83 EXT. ROCKY'S STREET - TOMMY - NIGHT 83

This large man steps into a pool of light created by a streetlamp.

ROCKY
What's his name... ah...

PAULIE
Tommy.

ROCKY
Tommy, right.

TOMMY
I wanted to try again.

ROCKY
I wanna help ya out, but I don't know how to do managin'.

(CONTINUED)

83 CONTINUED: 83

TOMMY
All I'm askin' for is a chance, that's all -- one chance. If I do somethin' wrong, somethin' ya don't like, ya won't have to throw me out, I'll leave. But I know I can deliver. I mean, what have ya got to lose?

ROCKY
Me? Nothin'. It's what ya got to lose.

TOMMY
What do you mean?

ROCKY
Y'know, if I don't do all the right things an' ya don't make it, I don't want you blamin' me. The only thing I ever trained was my dog. Listen, maybe go home, talk things over with family people, maybe they can come up with somethin' better, y'know.

TOMMY
I'm it, there's just me. All I got is what ya see here.

Tommy moves forward.

TOMMY
(continuing)
I know everything about you from back when ya had ya first fight with Apollo Creed. I read how nobody believed in you, how nobody ever gave you a chance. I don't come from the same streets as you do, but I'm hungry like you were. Fightin' is all I got goin' in my life. An' without a chance to prove myself, I don't know, I might as well be standin' with those guys over there. Since I put on gloves, I been waitin' to meet you, 'cause I knew if anybody could make me a winner, it was you.

ROCKY
Kid, look over here. Ya see a winner?

(CONTINUED)

83 CONTINUED: (2) 83

TOMMY
Yeah, I do, you beat the best. Nobody can ever say different. Rocky, you don't know me, but anythin' you want me to do, I'll do. An' if I can't, I'll crack my heart tryin'. I'm not husslin' you, all I'm askin' for is one chance, just one shot.

Rocky studies the young man for a long moment.

ROCKY
You hungry?

TOMMY
(smiles)
... a little.

Tommy nods. They move up the street.

ROCKY
... C'mon.

CUT TO:

84 OMITTED 84

85 INT. PAULIE'S ROW HOUSE - DINING ROOM - NIGHT 85

Rocky, Tommy, Paulie, Adrian, and Rocky Jr. are sitting around the table. Rocky Jr. has a swollen eye.

PAULIE
Hey, why didn't ya whack the bum's teeth out?

ADRIAN
That's no solution.

ROCKY JR.
I couldn't.

PAULIE
Why not?

ADRIAN
That's not the issue, Paulie.

ROCKY
What'd this kid hit ya for?

(CONTINUED)

85 CONTINUED: 85

ROCKY JR.
'Cause they were making fun of you, and I said something.

ROCKY
What'd ya do?

ROCKY JR.
What'd I do, I lost.

ADRIAN
And they took his coat. I'll go over there tomorrow.

ROCKY JR.
No, don't. I don't want the coat.

PAULIE
Ya'll get ammonia an' croak.

ADRIAN
Rocky, you want to go or me?

ROCKY JR.
(loud)
Nobody go! You'll only make things worse if you go. Can't I do what I think is right, please?

ROCKY
Whatta ya think is right, Junior -- Robert?

ROCKY JR.
I don't know, maybe wear a football helmet.

PAULIE
Take a bat, it works.

ADRIAN
Paulie, don't, he'll think you mean it.

PAULIE
(to Rocky)
I do.

TOMMY
Y'know, I had trouble like that in school. Every day I got it, and my father said to me, pretend the other guy is a balloon.

(CONTINUED)

85 CONTINUED: (2) 85

ROCKY JR.
Balloon? I don't get it.

TOMMY
Pop him hard, an' these guys just go away.

ADRIAN
Tommy, our son's been taught to handle problems without fighting.

TOMMY
Sorry.

ROCKY JR.
(to his mother)
I'm gonna get mangled, I know it. You realize that?

ADRIAN
I don't want you to fight, understand?

Rocky catches his son's eye and nods secretly as if to say, we'll talk later.

Paulie flips the channel on the TV and arrives at a NEWS STATION. A news clip of a heavyweight fight is seen.

PAULIE
Rocko, check this out.

REPORTER (V.O.)
Tonight, Union Cane scored an eighth round knockout to become the new Heavyweight Champion, filling the vacated throne left by Rocky Balboa. We talked with the new champion.

CUT TO:

86 INT. RING - NIGHT 86

Union Cane sweating profusely and standing beside his promoter, George Washington Duke.

REPORTER
Having turned thirty-five last month, this title must be very gratifying.

(CONTINUED)

86 CONTINUED: 86

CANE
It is. I waited a long time for this opportunity. I wanna thank Mr. Duke for the opportunity.

REPORTER
You think age is slowing you down, champ?

CANE
Sure ain't speeding me up.

REPORTER
Well, good luck.

INTERCUT:

PAULIE
Rocko coulda buried him with one hand.

ROCKY JR.
Tommy, how long have you been boxing?

TOMMY
A few years.

ROCKY JR.
Where did you learn?

TOMMY
I was always getting hit on by this one kid, so my mother sent me to this club run by the cops, that's where I learned.

Rocky Jr. is fascinated.

ROCKY JR.
Your mother sent you? See, Mom, why can't I learn?

ADRIAN
(slightly upset)
Because that's not the way you've been raised. One fighter in the family is enough. If everybody's finished, I'll clear the table.

TOMMY
(rising)
Can I help?

(CONTINUED)

86 CONTINUED: (2) 86

ADRIAN
I've got it, thanks.

TOMMY
It's gettin' late, I better get goin'.

PAULIE
I know that dump hotel where he's stayin', forget it! Even the manager looks like a cockroach. We got a place downstairs where ya can put yourself.

ROCKY JR.
Where am I supposed to sleep?

PAULIE
With me.

ROCKY JR.
Please, Dad, he snores and farts. *

PAULIE
'Cause I got nothin' to hide. *

TOMMY
Thanks, but I'll go back to my place.

ROCKY
C'mon, we got room here, I'll show ya where the basement is. *

Rocky, Rocky Jr. and Tommy go down the steps, leaving Adrian staring at the retreating men.

ROCKY
(continuing; lamely) *
... Just tonight, it's cold out. *

Exits.

CUT TO:

87 INT. PAULIE'S ROW HOUSE - BASEMENT - NIGHT 87

Tommy looks at the massive amount of trophies and awards lying stacked against the wall, and is amazed.

TOMMY
This is what it's about.

(CONTINUED)

87 CONTINUED: 87

He lifts a huge silver cup and one of the several different types of championship belts.

TOMMY
(continuing)
This stuff is incredible. Can I ask why you keep it down here?

ROCKY JR.
(quietly)
Dad says it brightens the place up.

Rocky walks over to a hanging heavy bag.

ROCKY
Tommy, when ya thrown ya left today I seen ya turnin' on ya toe like a swingin' door. Ya hit from ya hips, turnin'... Why don't I show ya more tomorrow! *

TOMMY
Thanks, I'll give ya everythin' I got. *

Tommy shakes Rocky's hand. A pact has been silently declared. Rocky Jr. stiffens at the sight as the scene ends.

CUT TO:

88 INT. PAULIE' ROW HOUSE - ROCKY JR.'S BEDROOM - NIGHT 88

Rocky walks his kid to the door.

ROCKY JR.
Dad, will you help me as much as you help him? I really need it, will ya?

ROCKY
Yeah, you're #1, always will be.

ROCKY JR.
Thanks, Dad.
(enters room)
Dad, I met this girl today.

ROCKY
Yeah?

ROCKY JR.
She wasn't bad. 'Night.

Rocky smiles and closes the door.

CUT TO:

89 EXT. PAULIE'S ROW HOUSE - NIGHT 89

A group of kids walk by the front of the house. They stare up at the lit bedroom window -- the leader is Chickie.

CHICKIE
Rocky's a punk, c'mere an' I'll kick ya ass!!

90 INT. PAULIE'S ROW HOUSE - ROCKY AND ADRIAN'S BEDROOM - NIGHT 90

Rocky and Adrian are lying in bed. The VOICES from outside are heard...

CHICKIE (O.S.)
Hey, Champ, c'mon out and fight! Balboa's a bum!! Whip your ass, man.

ROCKY
Kids, whatta ya gonna do, huh?

ADRIAN
Rocky, why did you ask Tommy to stay here? You hardly know him.

ROCKY
Y'know, he needs a break.

ADRIAN
But he's a stranger.

ROCKY
Adrian, he's got it -- he's got both hands working.

ADRIAN
Rocky, don't put all your hopes on this boy, we'll make out.

ROCKY
A pet shop ain't where ya supposed to be, an' my kid don't need to be scared. Who knows, maybe this could change things. Who know, maybe?

Adrian lays on her side and Rocky rolls next to her.

ROCKY
Who knows...

CUT TO:

91 INT. PAULIE'S ROW HOUSE - BASEMENT - HIGH ANGLE - STAIRWAY POV - NIGHT 91

Tommy lies on a small makeshift bed. A tiny light casts a reflection of the impressive load of Rocky's awards (silver cups, championship belt, large photos, plaques) that lie against the opposite wall.

Tommy studies the championship belt in his hand. Setting it down, he switches off the light.

As he stares towards the elevated basement window that glows gray from the streetlights, the SOUND of a distant speed bag begins to swell.

As the CAMERA PUSHES IN on Tommy's open eyes, the scene DISSOLVES.

SMASH CUT TO:

92 INT. MICKEY'S GYM - DAY 92

The gym hums with excitement as the fighters go through their daily grind.

CUT TO:

93 INT. MICKEY'S GYM - DAY 93

Rocky standing beside the heavy bag as a thoroughly drenched Tommy Gunn pounds away.

ROCKY
Good, keep both ya dukes firin' away. Mentalize what ya supposed to do. Time!

TOMMY
Mentalize?

Tommy pauses and regains his breath.

ROCKY
Yeah, mentalize -- see yaself doin' the right things an' they'll happen, y'know. I forget some of it, but Mickey used to drill into my head about how the fight is almost always 100 percent won right here in the skull. Let's go, time!

Tommy starts pounding away.

CUT TO:

94 INT. MICKEY'S GYM - DAY 94

Across the gym Rocky Jr. is being instructed by Jimmy. The child awkwardly jabs into a pair of punch mitts.

ROCKY
Keep workin' -- hook, right hook, right.

CUT TO:

95 OMITTED 95

95A INT. MICKEY'S GYM - ROCKY JR.'S POV - DAY 95A

Rocky Jr., who is feeling very self-conscious, looks at his father showering attention on Tommy, and grows jealous.

CUT TO:

96 EXT. SCHOOL YARD - DAY 96

Rocky Jr. is entering the building. He is intercepted by Chickie.

CHICKIE
Whatta ya got in ya pocket -- how much?

Rocky Jr. says nothing.

CHICKIE
(continuing)
C'mon, let's have it.

Jewel stands in the b.g. She is feeling sympathetic for Rocky Jr.

CUT TO:

97 INT. MICKEY'S GYM - DAY 97

Tommy working the speed bag. Rocky looks on, he is pleased.

CUT TO:

Shadowboxing in the mirror, Rocky demonstrates a special move. Tommy performs it well. Rocky slaps his hand in admiration.

(CONTINUED)

97 CONTINUED: 97

ROCKY
That's it! Ya gotta eat boxin', think it, breath it 'til...

Pause.

TOMMY
'Til what?

ROCKY
Don't matter. Hey, Tommy, I got this new rule, every day I try to forget somethin' new. Oh yeah, ya gotta think boxin' until ya part of the ring, until it's like ya street an' nobody goes on it but you. It's in the head. Time!

Tommy tries to take in Rocky's message.

CUT TO:

98 INT. MICKEY'S GYM - DAY 98

Rocky Jr. stands on the side trying to imitate his father's moves. Jimmy helps out.

99 INT. PAULIE'S ROW HOUSE - ROCKY JR.'S BEDROOM - NIGHT 99

Rocky Jr. is asleep. On one of his hands is a boxing glove. Rocky slips it off the child and kisses him.

CUT TO:

100 INT. PAULIE'S ROW HOUSE - ROCKY AND ADRIAN'S BEDROOM - TIGHT SHOT - NIGHT 100

Adrian is in bed. The lights are out. She notices Rocky is not there, she rises.

She opens the bedroom door and looks out.

100A INT. PAULIE'S ROW HOUSE - LIVING ROOM - ADRIAN'S POV - NIGHT 100A

She sees Rocky in the living room demonstrating boxing moves to Tommy. Dejectedly, she closes the door. Scene FADES.

101 EXT. MARKETPLACE - DAY 101

Rocky and Tommy run through the predominantly Italian neighborhood. People wave at Rocky as he passes.

TOMMY
(jogging)
The belly is the ticket. Kill the belly an' the head will fall. Ya can break ya knuckles on a guy's chin, y'know. *

Tommy glances around.

TOMMY
(continuing)
This is great. This must make you feel great. They love you. I hope people yell for me like this.

ROCKY
Y'know the only people that really count is the ones who yell for ya when ya nothin'.

They jog around the corner. Fifty yards behind and struggling to keep up, is Rocky Jr. He quits running.

CUT TO:

102 & 103 OMITTED 102 & 103

103A INT. MEAT HOUSE - DAY 103A

Rocky is in the meat house with Tommy. Tommy is presently punching a side of beef. He pauses and looks at Paulie who is dressed like a meat cutter.

TOMMY
Did he really do this?

PAULIE
Rocko hit many cows.
(gestures)
Do.

104 EXT. STREET - MICKEY'S GYM - NIGHT 104

Rocky and Tommy are bundled against the cold as they jog up to Mickey's gym through the nearby train tracks. *

(CONTINUED)

104 CONTINUED: 104

ROCKY
We use to do a cappella over there.

TOMMY
What's a cappella?

ROCKY
Dip-dip-doo-wa-dip-dip -- y'know, it's a bunch of drunk guys singin' good noise. Yo, gettin' too tired to train?

TOMMY
(laughs)
Yo, I'm worried 'bout you!

ROCKY
(smiles)
Oh yeah?

Rocky starts to mime like he's sparring with Tommy. He pauses and looks across the street at Adrian and gives her a minor wave. He jokingly fakes a punch at Tommy and they both enter the gym building with great energy. *

CUT TO:

104A OMITTED 104A *

104B EXT. PET SHOP - DAY 104B *

Adrian is seen peering out the storefront window. She sees Rocky and Tommy enjoying each others company, but disappointed Rocky did not even bother to come over. *

105 OMITTED 105 *

105A EXT. OLD SCHOOL YARD - DAY 105A *

Rocky Jr. is alone doing exercises on the monkey bars. It is a lonely visual. In the background, Jewel watches him. *

106 OMITTED 106 *

107 EXT. MUSEUM STEPS - DAY (DUSK) 107

Rocky and Tommy are panting at the foot of the towering st[illegible]ay.

TOMMY
Race ya to the top!

ROCKY
Forget it.

TOMMY
'Fraid I'll beat ya?

ROCKY
I run pretty good.

TOMMY
I use to dream 'bout this.

ROCKY
Start the race.

TOMMY
On ya mark, get set, go.

They both sprint up the stairs neck and neck. It appears Rocky could win, but nearing the top he purposely slows down and lets Tommy win.

TOMMY
(continuing)
I beat the man! I don't believe it!

ROCKY
C'mon, ya'll wake the statue.

Tommy slaps Rocky's hands and looks at the statue of Rocky.

TOMMY
Man, y'know what I want? I wanna be a great fighter.

ROCKY
Yeah, ya'll be a great fighter when ya beat a great fighter.

TOMMY
Rock, how do ya think I would've done against you?

ROCKY
Me, I'm easy.

107A EXT. PAULIE'S ROW HOUSE - NIGHT 107A

The front door opens and Adrian sticks her head out. Paulie is coming up the porch steps. He holds a package.

ADRIAN
Paulie, where's Rocky?

PAULIE
(drunk)
With wonderboy, whatta I know?
(he angles past her)
Here's some free ribs for ya from ya nice brother.

Adrian closes the door.

107B EXT. MUSEUM STEPS - NIGHT 107B

Rocky and Tommy lean against the statue. Their mood is introspective.

TOMMY
My ol' man used to drink seriously. He'd tie one on an' then look to punch on me. Man, he did that a lotta times. He would punch on Mother, too. Growin' up, I never thought about fightin' nobody but my father. When I was thirteen I got in trouble at school and he tied me up an' whipped me down below so bad I couldn't walk for a week.

ROCKY
An' ya mom, what'd she do?

TOMMY
Nothin'. But the first man I knocked out was my ol' man. When I'm in the ring I see him, sick, huh?

ROCKY
Sick, but normal. Yo, Tommy.

TOMMY
Yeah?

ROCKY
Don't worry 'bout it, 'least ya had an ol' man to punch out.

TOMMY
'Least you have a statue.

ROCKY
(rises)
Hey...
(he looks at the statue)
... didn't ya used to be Rocky?
(to Tommy)
C'mon.

They start down the steps.

TOMMY
Tell me why you retired?

ROCKY
Why, so I could train a bum like you.

107C INT. PAULIE'S ROW HOUSE - NIGHT 107C

Rocky and Tommy enter. Paulie is asleep in front of t[illegible]levision. A well-worn blanket has fallen off of P[illegible] Rocky covers him and heads to his room. *

CUT TO:

108 INT. PAULIE'S ROW HOUSE - ROCKY 108

The door to Rocky's bedroom opens and he quietly enters. He removes his sweatshirt. Adrian's awake.

ADRIAN
Where were you? I was worried.

ROCKY
Oh, I was out doin' road work.

ADRIAN
I haven't seen you much lately.

ROCKY
I'm sorry, the kid's keepin' me busy.

ADRIAN
I went to the doctors today.

ROCKY
What's wrong? Something wrong?

ADRIAN
I'm pregnant.

ROCKY
No way, really? C'mon, really?! *

ADRIAN
Really! You don't seem too happy about it.

ROCKY
Oh yeah. I am, it's just with things the way they are. Hey look, we don't gotta worry 'bout nothin'. Things is gonna get better, yeah. A new kid -- that's beautiful. *

ADRIAN
I'm glad you're happy.

(CONTINUED)

108 CONTINUED: 108

ROCKY
Happy, ya jokin'?! It's the best. Listen, if it's a girl, why don't we name it after ya mother.

ADRIAN
Pulcaria?

ROCKY
Yeah, Pulcaria, an' if it's a boy, after Tommy -- okay? Y'know, if I move him right, he's goin' all the way, I feel it. Adrian, the kid's special.

ADRIAN
He must be.

Adrian stares at Rocky, then closes her eyes.

CUT TO:

109 INT. SMALL FIGHT CLUB - NIGHT 109

A very unsophisticated crowd mills around the motley ring. The place is painfully reminiscent of the Resurrection fight club at the very beginning of "Rocky I."

In the ring are two hapless middleweights -- one young, one old. The youthful fighter is administering a frightful beating on his past-prime opponent. The opponent is knocked out. The crowd BOOS.

CUT TO:

110 INT. REAR OF ARENA - NIGHT 110

Tommy and Rocky are stationed near the rear of the ro[illegible] Tommy paces nervously in the corner. A fat PR[illegible]TER steps up to Rocky. Behind them are Al, Jimmy and Paulie.

PROMOTER
Ya boy's on, Rock. Let's move it, these animals are restless tonight!

Tommy remains taut and silent.

ROCKY
Keep ya breathin' slow an' easy.

(CONTINUED)

110 CONTINUED: 110

TOMMY
Yeah, I don't know if I'm ready.

ROCKY
You're very ready. Ya look real good.

TOMMY
I need another week, some more road work to get my legs right.

ROCKY
Let's go, ya in perfect shape.

TOMMY
Look at that guy, what's his record, Rock?

As they move up the aisle, Tommy glances over at his opponent, a large, older, well-built black fighter who moves up the opposite aisle ten yards away.

ROCKY
Tommy, y'know I had seventy-nine fights, in every one I felt just like you... I had, y'know, scaredness.

Tommy looks at him, then turns away.

TOMMY
I ain't scared, I need more work.

ROCKY
Hey, it's the fear thing, we talked 'bout this an' I told ya it would happen.

TOMMY
(glances at his opponent)
He don't look worried.

ROCKY
He is, everybody is. They just got ways of dealin' with it.

TOMMY
It makes me feel weak, like I'm yellow.

They climb into the ring. The motley crowd begins its variety of TAUNTS and CHEERS.

(CONTINUED)

110 CONTINUED: (2) 110

ROCKY
C'mon, Mickey, he laid it out good. The hero and the coward both feel the same fear, y'know. The only difference is the hero is willin' to go for it. Yo, Tommy, y'know I feel like a piece of me's goin' in with ya, so trust me. I'm this angel on ya shoulder.

Tommy nods and they embrace.

Tommy's opponent smiles and makes a derogatory gesture to his seedy trainer. Tommy notices the insult.

TOMMY
I'm ready.

111 MONTAGE 111

Tommy is seen quickly disposing of his opponent. Rocky jumps into the ring.

112 HEADLINES 112

"ROCKY'S ROBOT CLOBBERS OPPONENT"

CUT TO:

NEWSPAPER HEADLINES

"ROCKY'S MAN WINS EASY IN THIRD"

Tommy is seen with his hand raised in victory by Rocky.

CUT TO:

113 INT. MICKEY'S GYM - DAY 113

Rocky is training Tommy. They fire a medicine ball hard into each other's midsection. Tommy fires it very hard and Rocky almost drops it. Paulie and little Jimmy look away because they know what's coming.

ROCKY
That was real nice. My turn!

(CONTINUED)

113 CONTINUED: 113

Rocky fires it back with great force and Tommy almost drops it. Rocky smiles and shakes a finger at him.

CUT TO:

114 INT. BETTER FIGHT ARENA - RING - NIGHT 114

Better crowd, better competition. Tommy is being mauled by a short, muscular, black fighter. He is bulled against the ropes. Watching intently from the audience is George Washington Duke.

CUT TO:

114A INT. BETTER FIGHT ARENA - RING - NIGHT 114A

Tommy slips off the ropes and sets the black fighter up with two jabs.

Rocky, at ringside, is doing the same physical actions as Tommy. Rocky mimes an uppercut.

In the ring, Tommy throws a lead right followed by a left hook and his opponent crumbles to the canvas.

WHIP PAN: to Rocky leaping up in elation.

WHIP PAN: to George Washington Duke eyeing the scene with mounting interest. He whispers to the well-groomed man seated at his right.

CUT TO:

114B INT. BETTER FIGHT ARENA - RING - NIGHT 114B

Tommy's knockout.

CUT TO:

114C INT. BETTER FIGHT ARENA - RING - NIGHT 114C

Fans are going crazy.

CUT TO:

114D INT. BETTER FIGHT ARENA - RING - NIGHT 114D

George Washington Duke is walking up the arena aisle drinking in all of Tommy's adulation.

(CONTINUED)

114D CONTINUED: 114D

DUKE
(to Merlin)
This man's getting too much heat!

CUT TO:

115 OMITTED 115

116 INT. MICKEY'S GYM - DAY 116

Tommy pounds away at the speed bag.

Rocky Jr. stands in the rear of the gym working out alone. He eyes Tommy with envy.

CUT TO:

117 INT. DRESSING ROOM - NIGHT 117

Rocky opens a box and pulls out his red, white and blue boxing shorts. He hands them to Tommy, who hugs him in return.

INTERCUT:

118 INT. BETTER FIGHT ARENA - RING - NIGHT 118

Dressed in Rocky's boxing colors, Tommy is seen dropping another fighter.

118A INT. MICKEY'S GYM - CLOSER - DAY 118A

Speed bag.

INTERCUT:

119 INT. BETTER FIGHT ARENA - RING - NIGHT 119

Tommy nearly punches a large heavyweight through the ropes. George Washington Duke looks on. Seated next to him is the black Heavyweight Champ, Union Cane.

120 INT. MICKEY'S GYM - NIGHT 120

Speed bag: PUSH IN.

INTERCUT:

120A INT. BETTER FIGHT ARENA - RING - NIGHT 120A

Tommy floors six men in spectacular fashion.

CUT TO:

120B INT. BETTER FIGHT ARENA - NIGHT 120B

Assorted SHOTS of fans, especially females, holding up signs for Tommy. (Example -- "SUPERHUNK," "HEY, BABY," "I LOVE TOMMY," "ROCKY'S ROBOT #1."

INTERCUT:

121 INT. BETTER FIGHT ARENA - NIGHT 121

Tommy is dancing and jabbing beautifully. Outside of the ring, Rocky is miming Tommy's movement. Rocky throws a right cross. In the ring, Tommy does likewise, and his opponent crumbles.

INTERCUT:

122 INT. GEORGE WASHINGTON DUKE'S OFFICE - TELEVISION SCREEN - DAY 122

In his skyscraper office, George Washington Duke watches Tommy and Rocky on a famous TV TALK SHOW. He reaches for the phone.

CUT TO:

123 INT. BETTER FIGHT ARENA - RING - NIGHT 123

Tommy wins again. George Washington Duke is in the audience. He smiles. The audience is extra heavy with young women. Duke notices this.

CUT TO:

124 INT. DRESSING ROOM - NIGHT 124

The door opens and a huge gift basket with champagne is brought in. The large banner across the basket reads: "Congratulations, from George Washington Duke."

Tommy's elated. Jimmy and Paulie stare at Rocky, who manages a weak smile.

CUT TO:

124A INT. PET SHOP - DAY 124A

Adrian at the pet shop. She is spreading newspaper in a cage. She sees a picture of Tommy and Rocky.

Headline reads: "DYNAMIC DUO ROLL ON."

She drops it inside.

CUT TO:

125 INT. PAULIE'S ROW HOUSE - THANKSGIVING - NIGHT 125

Tommy, Rocky, Paulie, Rocky Jr. (who's looking tougher) and Adrian are all seated at the Thanksgiving table. Tommy and Rocky dominate the room with animated conversation about fighting, thus ignoring everyone present.

CUT TO:

126 INT. CHURCH - DAY 126

FATHER CARMINE is administering Holy Communion. Rocky Jr. receives the Host (Eucharistic bread); likewise, Rocky and Tommy. As Paulie is about to receive the Host, he quickly removes a piece of gum from his mouth, then sticks out his tongue. Rocky eyes him. Tommy snatches a glance at a bunch of attractive girls with bleached hair who sit two rows behind them. Adrian appears to be ignored.

ROCKY
God's watchin'.

CUT TO:

127 INT. TELEVISION SPORTS NEWS - NIGHT 127

NEWSREEL of Tommy winning as ANNOUNCER comments.

CUT TO:

127A INT. MEAT HOUSE - DAY 127A

Tommy is pounding the meat as Rocky and Paulie look on enthusiastically.

CUT TO:

128 EXT. SCHOOL YARD - DAY 128

Chickie is spraying the wall with graffiti. Chickie stops Rocky Jr. and asks for his money. Rocky Jr. fakes like he is reaching into his pocket, then suddenly slams Chickie in the jaw, dropping the bigger boy. Jewel is present.

CUT TO:

128A INT. MEAT HOUSE - DAY 128A

Tommy hits the meat so hard, it falls from the hook.

CUT TO:

129 OMITTED 129

130 EXT. SCHOOL YARD - DAY 130

Chickie is beat to a pulp and finally falls senseless to the ground. Rocky Jr. takes money out of Chickie's pocket, counts out four dollars and throws the rest down. Jewel follows Rocky Jr. as he strides away.

INTERCUT:

130A EXT. ITALIAN MARKET - DAY 130A

Rocky and Tommy are running through the famous Italian market area. People now line the street to cheer Tommy on. Four Italian girls jump out and start kissin' him, he loves it. Rocky enjoys it... he is truly alive again.

CUT TO:

131 INT. BETTER FIGHT ARENA - NIGHT 131

Tommy has knocked out his most recent opponent as Rocky embraces him near the corner. George Washington Duke stands on the ring apron and grabs Tommy's hand and shakes it with great flourish while exhorting the crowd to cheer more. Rocky is speechless.

CUT TO:

132 INT. PAULIE'S ROW HOUSE - BASEMENT - DAY 132

Tommy in the basement reading the paper. Headline (with photo):

(CONTINUED)

132 CONTINUED: 132

"ROCKY'S ROBOT TAKES 15TH VICTORY"

CUT TO:

133 INT. PAULIE'S ROW HOUSE - BASEMENT - DAY 133

Tommy looks at the "robot" headlines and angrily tosses the paper away.

CUT TO:

134 INT. MAUSOLEUM - DAY 134

Rocky and Tommy putting flowers in a vase attached to Mickey's crypt... Rocky prays for a moment, Tommy snatches a glance at his watch.

CUT TO:

135 OMITTED 135

135A INT. BEAUTIFUL APARTMENT - DAY 135A

Duke walks with Tommy in a first class apartment decorated with modern furniture. Also present is a beautiful blonde named KAREN. Tommy is impressed, to say the least. Merlin is present.

DUKE
This is something you could have, whatta ya think?

CUT TO:

136 INT. MICKEY'S GYM - DAY 136

Rocky and Tommy in the gym. Rocky holds punch mitts as Tommy works on combinations.

TOMMY
Put on the gloves, let's spar.

ROCKY
Just keep punchin'.

TOMMY
Scared?!

Rocky smiles as Tommy whacks away.

CUT TO:

137 HEADLINE 137

"TOMMY THE DESTROYER IN EASY VICTORY"

Photo: Rocky, Paulie and Jimmy lifting Tommy triumphantly in the air.

CUT TO:

138 INT. PAULIE'S ROW HOUSE - DAY 138

Rocky, Adrian, Paulie and Rocky Jr. are looking rather subdued. Rocky Jr. looks quite different now, having taken a new hairstyle and manner of dress. He's become street-smart. Jewel stands next to him. Paulie watches TELEVISION as Rocky sits at the dining room table that has been decorated with balloons. Rocky stares at a birthday cake that reads "Happy Birthday, Tommy." A pair of sugar boxing gloves also adorn the cake. Rocky looks at Adrian who looks at her watch, then slips out of the room. Rocky shrugs and motions for Rocky Jr. to go ahead and cut the cake. Rocky Jr. takes Jewel and leaves.

CUT TO:

139 EXT. MUSEUM STEPS - DAY 139

With the press and many girls present, Tommy sits on the shoulder of Rocky's statue. Karen is present, Duke stands in the b.g. Photos are taken.

CUT TO:

140 EXT. MICKEY'S GYM - DAY 140

Standing outside the gym, Paulie, cigarette in his mouth, and Jimmy are looking at the sports page with Tommy sitting on the statue's shoulders. They exchange unpleasant glances.

CUT TO:

141 INT. MICKEY'S GYM - DAY 141

Rocky in the ring with Tommy. Rocky is showing Tommy some moves. Tommy does it exactly right, then waves at the group of fans watching his workout -- half are girls.

TOMMY
Rock, maybe I oughta get a place of my own.

(CONTINUED)

141 CONTINUED: 141

ROCKY
But ya welcome at my house.

TOMMY
(eyes the girls)
I think I need a place of my own -- wanna spar?

ROCKY
(at a loss)
... no thanks.

CUT TO:

142 INT. TELEVISION/MICKEY'S GYM - DAY 142

Tommy's being interviewed in the gym. He takes a girl from the crowd behind him and kisses her for the benefit of the camera.

CUT TO:

143 EXT. VEGAS MARQUEE - NIGHT 143

It reads: "TOMMY 'ROBOT' GUNN VS. TIM SIMMS."

144 INT. LAS VEGAS ARENA - CORNER - NIGHT 144

Rocky is yelling instructions to Tommy as Jimmy administers water and Paulie holds ice on his stomach.

George Washington Duke sits ringside with Merlin and Karen.

The bell RINGS and Tommy puts the finishing touches on a very tough opponent. Tommy's eyes are swollen, but full of fire. His opponent is knocked-out cold.

Rocky and company leap into the ring.

Tommy waves to Duke who waves back. Karen climbs onto the ring apron. With a keen eye for the camera, she kisses Tommy. The scene FREEZES and becomes a front page PHOTO on the sports page with the caption: "KNOCKED OUT BY LOVE."

145 EXT. PAULIE'S ROW HOUSE - NIGHT 145

It is Christmas evening and humble decorations adorn the window and door of Rocky's home.

CUT TO:

146 INT. PAULIE'S ROW HOUSE - NIGHT 146

Christmas MUSIC is heard as Paulie, dressed as Santa Claus, sits by the tree. Rocky Jr. is looking tough with two other kids, Chickie and Jewel.

Adrian, Jimmy and Rocky look on. Rocky is presently on the phone. He glances at Adrian, who is five months pregnant.

ROCKY
Nobody's home at his place, he's supposed to be here.

ADRIAN
Why?

ROCKY
He should be here with his family.

ADRIAN
Maybe he doesn't think of us as his family.

ROCKY
(distracted)
Maybe there's a lotta traffic tonight.

CUT TO:

146A INT. FLASHY APARTMENT - NIGHT 146A

Tommy sits in a corner with Duke, Merlin and Karen. There are twenty other chic guests milling around. A beautiful Christmas tree adorns the room.

DUKE
This is it, Tommy.

TOMMY
What's that?

DUKE
What it's all about, having the best, like Karen here. Knowing the best, wearing the best, but to keep it up ya gotta be on top.

MERLIN
Nobody remembers number two.

KAREN
That's the truth.

(CONTINUED)

146A CONTINUED: 146A

TOMMY
I appreciate you doing this for me.

DUKE
My pleasure, but you gotta realize this is a business and money's the name of the game. Tommy, you're a hungry boy, am I right?

TOMMY
Yeah, I have an appetite, who doesn't.

KAREN
I like that.

DUKE
Well, me too. I'm hungry to promote the best fighters in the world. If that's a character flaw, then hell, I'm flawed to the bone!
(laughs)
Now, I checked with the Boxing Commission. There's no contract between you and Balboa.

TOMMY
Nothin', just a handshake.

DUKE
Let's go in there, I don't want anybody to know our business. Excuse me, darling.

Duke, Tommy and Merlin move off toward the bedroom.

CUT TO:

146B INT. FLASHY APARTMENT - BEDROOM - NIGHT 146B

DUKE
(closes the door)
I don't have to tell you Rocky's caught a lotta shots in the last ten years. You understand what I'm sayin'.

MERLIN
The man's soft upstairs.

(CONTINUED)

146B CONTINUED: 146B

DUKE
The man's soft an' this is a hard business, but I don't have to tell ya that, do I. Plus, it's gotta be damned difficult living in Rocky's shadow, people callin' you his puppet.

MERLIN
I don't believe I know anybody who coulda put up with it as long as you have.

TOMMY
Yeah?

DUKE
Hanging on to him is dead weight. He belongs to the past like a damn dinosaur. He's a pug, I'm a businessman, an' as long as he's your man, ya gonna watch the parade go by. Man, you haven't made the big payday yet, an' ya won't until ya fight the top contenders; and those contenders, Tommy, I do surely own. Make no mistake about it, a great white hope who can hold the title is worth, an' I know you won't believe it, well over a hundred million dollars. But hell, you've gotta make the move. Look at this place, my intentions are clear.

TOMMY
(mesmerized)
I want a shot at Cane and the title now, so all I have to do is play the game?

MERLIN
There you go, but what about Balboa? He won't want to give up control?

TOMMY
Control? It's my life, right?

DUKE
Yes it is.

Duke motions to Merlin who picks up a briefcase and opens it on the bed.

(CONTINUED)

146B CONTINUED: (2) 146B

DUKE
(continuing)
There's thirty thousand dollars, take it as an advance.

TOMMY
When do I sign?

DUKE
Nothin's wrong with the present. Now ya gonna see what boxing is all about. It's time to put some hustle behind this muscle.

CUT TO:

147 OMITTED 147

147A INT. PAULIE'S ROW HOUSE - NIGHT 147A

Rocky, Adrian, Rocky Jr., Chickie, Jewel, Chickie's friend and Paulie, dressed as Santa, are present.

PAULIE
(low, to Rocky)
How long I gotta do this junk?

ROCKY
C'mon, it's the season to be in a good mood.

PAULIE
(drinks)
Sure -- yo, yo, yo!

ROCKY
Hey, Santa, don't drink. Forget it.
(to Rocky Jr.)
How 'bout you guys tell Santa what ya want.

Rocky Jr. looks at his friends and sighs.

ROCKY JR.
I don't need nothin'.

ADRIAN
Need "anything."

ROCKY JR.
(to his friends)
What's the difference.

(CONTINUED)

147A CONTINUED: 147A

PAULIE
(to Rocky Jr.)
So, kid, what do you want for Christmas?

ROCKY JR.
(to Chickie)
Tell 'em what ya want.

CHICKIE
(low)
Mary Anne Dimuchi.

PAULIE
What'd he say?

ROCKY JR.
C'mon, that ain't Santa, it's Uncle Paulie. Let's get real.

ROCKY
Get real, whatta ya talkin' like this for. Ya supposed to like this.

ROCKY JR.
It's stupid.

ROCKY
Stupid, ya think all this here is stupid?

ROCKY JR.
You guys talk to Santa.

ROCKY
I'm not talkin' to them, I'm talkin' to you. Let's like have some spirit here.

ADRIAN
Rocky, he doesn't want to.

ROCKY
(anxiously)
Sure he does. This is what we always done and we had a good time. We don't never have to change that. Remember last year we had fun, we had a good time.

ROCKY JR.
It ain't last year, an' you ain't the same either!

(CONTINUED)

147A CONTINUED: (2) 147A

PAULIE
(pulls off his beard)
Hey, don't mouth off!

Rocky Jr. heads to the basement with his friends. Rocky looks at Adrian.

ADRIAN
Go talk to him.

148 INT. PAULIE'S ROW HOUSE - NIGHT 148

Rocky follows his son and friends into the basement. Rocky Jr. is sitting on the makeshift bed once occupied by Tommy.

ROCKY
Hey, what's wrong?

ROCKY JR.
Nothin'.

ROCKY
Why'd ya get crazy? I only want us to be close.

ROCKY JR.
Do ya?

ROCKY
Yeah, ya my boy, I love ya.

Rocky Jr. looks self-consciously at his friends.

ROCKY JR.
No you don't.

ROCKY
Yeah, I do love ya, an' I only want ya to be happy here.

ROCKY JR.
No, what ya want is Tommy to be happy, that's who ya really talkin' about! Yeah, that's who ya always spend time with.

ROCKY
C'mon, don't say that.

(CONTINUED)

148 CONTINUED: 148

ROCKY JR.
It's true. Since he's been here, it's Tommy this, Tommy that. You don't have no time for nobody, so I got no time for you. These are my friends now, they hang out with me. You don't, do you? You have time for nobody but Tommy.

ROCKY
I just got busy.

ROCKY JR.
You said I would be number one to you. You said that, an' you lied! You lied to me an' to Mom.

ROCKY
(at a loss)
Tommy needed help.

ROCKY JR.
So did I.

Adrian moves away from the basement door when a KNOCK is heard at the front door.

ADRIAN
... Paulie.

PAULIE
Yeah, I got it.

CUT TO:

149 INT. PAULIE'S ROW HOUSE - DOOR - NIGHT 149

Paulie opens the door and stands face-to-face with George Washington Duke, Merlin, Tommy and Karen, looking very sumptuous.

DUKE
Am I interrupting anything?

PAULIE
You lost?

DUKE
Not really. Rocky around?

Adrian steps out and she sees Tommy and Duke.

(CONTINUED)

149 CONTINUED: 149

PAULIE
Yo, Adrian, guess what's come to dinner?

TOMMY
Adrian, you know George Washington Duke, and this is Karen.

KAREN
(flat)
How ya doin'? Nice place.

DUKE
I'm lookin' for the man, where's the man?

PAULIE
Rocko!

Adrian eyes the glamorous Karen.

KAREN
Are you pregnant?

ADRIAN
Yes.

KAREN
Planned or accident?

Rocky walks out of the basement. He stops short when he sees Duke.

DUKE
Merry Christmas, my Lord.

ROCKY
(at a loss)
How ya doin'? Hey, Tommy.

TOMMY
Sorry I'm late. Got hung up havin' dinner.

ROCKY
Ya's got hung up, we had dinner waitin', but don't worry about it, the bird's still good.

Rocky Jr. steps out.

DUKE
This, of course, is the little man? Good-lookin' boy.

(CONTINUED)

149 CONTINUED: (2) 149

Rocky Jr. looks from Duke to Tommy.

TOMMY
How's things, Superboy?

ROCKY JR.
Alright.
(to his friends)
C'mon.

DUKE
Listen, I don't want to take up too much time. I just wanted to come by and give some season's greetings. I got a few presents for everybody in the car. Tommy'll get 'em after I leave, I get embarrassed.

Duke comes over and robustly shakes Rocky's hand.

DUKE
(continuing; to Rocky)
Did a helluva job with the man. I'd have to be blind, wouldn't I, if I didn't say a title shot isn't in the cards. We're gonna work beautiful together.

Duke pats Tommy on the shoulder.

TOMMY
It's time to put some hustle behind this muscle.

ROCKY
How's that?

DUKE
Tommy boy's got somethin' to discuss with you personal like, so I'll be goin'. Merry Christmas.

Duke leaves. Paulie faces Tommy.

ADRIAN
Tommy, why'd you bring him here?

TOMMY
Let's go outside an' talk.

ROCKY
'Bout what?

(CONTINUED)

149 CONTINUED: (3) 149

TOMMY
Outside, okay.

Tommy goes to the door.

KAREN
(low)
Nice meeting you.

Tommy goes to the front door and swings it open. Rocky grabs his coat from a hook and follows.

CUT TO:

150 EXT. STREET - PAULIE'S ROW HOUSE - NIGHT 150

Parked out front is a brand-new sports car.

ROCKY
Where'd ya get this?

TOMMY
Duke gave it to me.

ROCKY
Maybe ya should give it back.

Tommy opens the trunk and reveals beautifully-wrapped presents.

TOMMY
I knew you'd say that. Give it back? Why? He likes the way I fight.

Karen whispers in Tommy's ear.

TOMMY
(continuing; to her)
Yeah, in a minute.

KAREN
Too cold out here.
(to Rocky)
Nice meeting you.

She gets into the car.

ROCKY
I see what's happenin'. Don't let him put nothin' between us.

(CONTINUED)

150 CONTINUED: 150

TOMMY
Put like what? He was just talkin'.

ROCKY
'Bout what?

TOMMY
'Bout gettin' a shot.

ROCKY
We don't need 'em, Tommy. Me an' Mick, we only had each other, it worked good. You'll get ya shot an' keep ya money. You'll be able to buy your own car.

TOMMY
Man, wake up, we're watchin' the parade go by.

ROCKY
What parade?

TOMMY
The parade -- the Big Time. The way I'm goin' I'm not gonna get a shot at the title for a long time. I've got a perfect record, 22 and 0, an' where's the money? We haven't made any yet.

ROCKY
But when ya do, it'll be all yours.

TOMMY
Hey, it's about control. Duke controls all the top contenders, the whole show.

ROCKY
Look, we'll go from promoter to promoter an' make the best deals. You sign with Duke an' he'll suck you dry.

TOMMY
I'm signin' papers with the man.

ROCKY
Tommy, sign them papers an' ya like his property -- ya got no control.

(MORE)

(CONTINUED)

150 CONTINUED: (2) 150

ROCKY (CONT'D)
Tommy, this is a crappy business, it is. Its business part is shit, the guys who lie the best get the best. When ya get to the top, nobody can touch you. It'll happen, don't sell out. Mickey never had me sign no papers.

TOMMY
So you're lucky you didn't have to play the game. I ain't runnin' up an' down these streets forever!

ROCKY
Remember when ya first come to me, ya said ya would trust me. Tommy, I care! Don't I pick the opponents, don't I check the ring ropes to make sure they're tight...

Tommy sharply cuts him off.

TOMMY
(angry)
Yeah. This is business, an' in business ya need...

ROCKY
... what, brains?

TOMMY
You said that, not me! Ya'll still train me, but it's my way or the highway.

Tommy gets into the car leaving Rocky in his wake.

ADRIAN
(at the door)
Rocky, come inside. He's not worth it.

ROCKY
He's just confused.

ADRIAN
No, it's not him, it's you. You're the one who's confused.

ROCKY
Hey, what're ya talkin' about?

(CONTINUED)

150 CONTINUED: (3)

150

ADRIAN
I'm talking about a man, a good man, who can't see what's happening right in front of his eyes.

ROCKY
I see everythin'. I'm not as stupid as people think, y'know, I see the kid is being twisted around...

ADRIAN
It's you who's being twisted, not him. He's what he is, you're what you are, but you can't understand that.

ROCKY
No, you can't. What we got is special, it's good like me an' Mick had. We cover each other, stand up for each other. He's a good kid, but he's mixed up now.

ADRIAN
It's not him, it's you! You're not Mickey, he's not you! You're living in another world. I see what you're doing, an' I feel for you because, as much as we lost, you lost everything.

ROCKY
I'll get it back.

ADRIAN
Get what back?! You can't turn back the clocks. We live here, we live now!

ROCKY
I know where we live, I can look around, I can see it, I ain't blind an' I don't want this no more for us. I want everybody to have good things, wonderful things, things I got my brains beat out to get. I want some of that back 'cause now what ya got right here is a loser.

Several neighbors open their doors and look out at the escalating fight.

150 CONTINUED: (4) 150

ADRIAN
That's not true -- to who?

ROCKY
To me, to them. You don't think I hear the jokes, the neighbors -- I hear 'em! Whatever it takes to get out, I'll do it. An' you say Tommy ain't me, he is. It's me up there winning again, winnin' -- no losin'. It's the only time I feel alive again, like I got my second chance here to make you proud an' give ya good things. So Adrian, whatever it takes to hang on to this boy, I'm doin', 'cause I put everything I got left into this kid -- my love, my sweat...

ADRIAN
But not your heart! You can't give him that because it won't fit. All those fighters you beat, you never beat, you never beat any of them with muscle, you beat them with heart. Yes, they took everything away, but they could never take away your heart, an' that's the part I love about you most. Tommy maybe makes you feel like you're winnin', but you're losing something too -- you're losing me and you're losin' your son. You're pushin' us further and further out of your life until we're so far away we could never come back.

ROCKY
You leaving me?

ADRIAN
You're leavin' us.

She exits.

Rocky is a gridlock of conflicting emotions. He turns wrathfully on his eavesdropping neighbors.

ROCKY
Go away!! This ain't no show to watch -- go away!!

The neighbors fearfully drift inside.

151 EXT. STREET - NIGHT 151

Rocky Jr. and his friends are standing in a pool of light provided by a lackluster streetlamp. Chickie and his buddies are smoking. Rocky Jr. tries a drag and coughs slightly. His friends laugh at Rocky Jr.'s sputtering. Jewel is standing next to Rocky Jr.

ROCKY
Hey, what's happenin'?

They all look nervously toward the sound of the voice. Chickie looks at Rocky's imposing presence backlit from another streetlamp.

CHICKIE
What's he want?

ROCKY JR.
I don't know.

CHICKIE
Forget it, we're gone.

Everybody moves off.

CHICKIE
(continuing)
I got enough problems with my ol' man, c'mon.

JEWEL
I'll call you tomorrow, okay?

ROCKY JR.
... okay.

JEWEL
(passing Rocky)
You ain't gonna hit him?

ROCKY
... no.

Jewel goes off.

ROCKY
(continuing)
Hey, when did ya start smokin'?

ROCKY JR.
I don't know. Didn't ya ever smoke?

(CONTINUED)

151 CONTINUED: 151

ROCKY
Yeah, I done a lotta bad things.

ROCKY JR.
... so?

ROCKY
(moves close)
So I wised up.

(CONTINUED)

151 CONTINUED: (2) 151

ROCKY
Okay, so maybe I'll "wise up" someday.

ROCKY
Maybe tonight's a good time to start for both of us, y'know.

ROCKY JR.
Start what? You got your thing with Tommy an' I got my friends. What's wrong with that?

ROCKY
It's wrong, ya changed right in front of my face an' I didn't see nothin'.

ROCKY JR.
Don't worry about it.

ROCKY
I gotta be worryin'. The deal was we're supposed to be like tight.

ROCKY JR.
It's alright.

ROCKY
Y'know, that last fight really did damage my cargo. Maybe ya oughta hang a vacancy sign on my head -- "Skull For Rent."
(taps his temple)
Or make some money usin' my head for a gumball machine. Whatta ya think?

ROCKY JR.
(smiles)
C'mon...

ROCKY
I see I made a mistake, but look -- if ya wanna hang out with me, I'd like to do that with ya. So, will ya think 'bout this maybe?

ROCKY JR.
... Yeah, okay.

ROCKY
Gettin' kinda cold, ain't it.

(CONTINUED)

151 CONTINUED: (3) 151

ROCKY JR.
Yeah.

They head back to the house. Rocky puts his hand on his son's shoulder.

CUT TO:

152 INT. PRESS CONFERENCE - DAY 152

Tommy is signing a contract with George Washington Duke. Rocky stands in the b.g., likewise Merlin. FLASHES abound.

CLOSEUP of Duke standing with Rocky and Tommy.

DUKE
It is my honor to represent Tommy Gunn, the hottest fighter on the planet today! This splendorous young man has all the magnificent manifestations to be a future world champion.

REPORTER
Tommy?

TOMMY
He's the hustle behind the muscle.

MERLIN
That he is.

CUT TO:

152A INT. PAULIE'S ROW HOUSE - DAY 152A

Adrian is watching the press conference on TELEVISION. Rocky Jr. and Jewel are present. The scene will CUT BACK AND FORTH between the actual press conference and the television:

REPORTER
Rocky, you basically remained free throughout your career, why this for Tommy?

ROCKY
Parades are goin' by.

(CONTINUED)

152A CONTINUED: 152A

REPORTER
What's that mean?

DUKE
It means Rocky Balboa will, of course, remain Tommy's trainer.

REPORTER
Trainer? We always assumed Rocky was the manager, too.

DUKE
No, the manager of record now is Merlin Sheets.

REPORTER
Tommy, whose idea was it for you to sign an exclusive five-year promotional contract?

TOMMY
Rocky thought it would be best.

We see Rocky look at Tommy in wonderment.

152B OMITTED 152B *

153 EXT. MICKEY'S BURIAL SITE - DUSK 153 *

The sun has nearly set, and the area outside the building is deserted.

154 INT. MICKEY'S BURIAL SITE - DUSK 154

Rocky leans against the wall opposite the spot that reads "Mickey Goldmill."

ROCKY
I guess my mind ain't workin' 'cause I can't figure out what I did wrong. I dunno, I was hopin' we woulda had the same thing that you an' me had goin'.

155 FLASHBACK - EXT. FAIRMONT PARK - DAY 155

Rocky now flashes back with Mickey and him in Fairmont Park. Rocky is in his workout clothes and pedaling a bicycle with Mickey sitting on the front.

(CONTINUED)

155 CONTINUED: 155

MICKEY
Y'know what we got goin', kid? The works, all the works! First class teamwork. Y'know what life is? War, kid, pure an' simple. An' what we are is a two-man army that is stuck together by...

CUT TO:

156 INT. MAUSOLEUM - DUSK 156

Rocky in the present.

ROCKY
... by trust, stuck by trust. Trust.

CUT TO:

157 FLASHBACK - EXT. FAIRMONT PARK - DAY 157

Rocky and Mickey on the bicycle.

MICKEY
Trustification is the name of the game. I don't have to tell ya the snakes that wanna tie ya up, drain ya dry an' leave ya like an empty bag in the street.

ROCKY
I was hopin'...

CUT TO:

158 INT. MAUSOLEUM - DUSK 158

Rocky in the present.

ROCKY
... Hopin' that we'd be this team, y'know, like we were.

CUT TO:

159 FLASHBACK - EXT. FAIRMONT PARK - DAY 159

Mickey and Rocky.

MICKEY
Stop this damn thing. Y'know, kid, I gotta confess a mess, yeah.

Mickey gets off the bicycle.

MICKEY
(continuing)
I learned ya a lot. Ya learned the most important lesson, it ain't...

CUT TO:

160 INT. MAUSOLEUM - DUSK 160

Rocky in the present.

ROCKY
Just the skill, it's the will.

CUT TO:

161 FLASHBACK - EXT. FAIRMONT PARK - DAY 161

Mickey in the past.

MICKEY
... Just the skill, it's the will. Ya got the will of a lion an' that's the difference -- the will. An' when I see ya fightin' some monster usin' what I taught ya, kid, I'm in there with ya...

CUT TO:

162 INT. MAUSOLEUM - DUSK 162

Rocky in the present.

ROCKY
Talkin' in my ear.

CUT TO:

163 FLASHBACK - EXT. FAIRMONT PARK - DAY 163

Mickey in the past.

(CONTINUED)

163 CONTINUED: 163

MICKEY
... Talkin' in ya ear. I love ya for trustin' me so much. As long as you're alive, I'm alive. I only hope, kid, ya find the same thing.

CUT TO:

164 INT. MAUSOLEUM - DUSK 164

Rocky in the present. Rocky rises.

ROCKY
Why'd you have to die?

He turns and goes to leave. He sees Adrian and his son.

ROCKY
How'd ya know I was here?

ADRIAN
Paulie.

ROCKY
Y'know, I never wanted to push you guys away...

ADRIAN
I know you didn't.

ROCKY
(weakly)
I don't know what to do, maybe he's bad, maybe he's good -- he's my last chance.

ADRIAN
Rocky, he's not you. He's not even close to being like you. You and Mickey were special, but that's past. To this boy boxing is business, to you it was a way of life. I know Cane fightin' Tommy is like being in there again, but believe me, I think you could've beat them both on the same night.
(MORE)

(CONTINUED)

164 CONTINUED: 164

ADRIAN (CONT'D)
So when this is over, because I know you've got things to work out your own way, remember when this "parade" of his passes by, the family, as crazy as it seems sometimes, will always be there for you...

He hugs her and his son and together they walk off.

165 EXT. FIGHT ARENA - NIGHT 165

The brightly lit marquee boldly advertises UNION CANE VS. TOMMY GUNN.

People flock inside as the SOUND of a roaring crowd is heard OVER THE SHOT.

CUT TO:

165A INT. UNION CANE'S DRESSING ROOM - NIGHT 165A

It is packed with hangers-on. The crowd, numbering twenty, play MUSIC and drink. Duke smiles and moves through the crowd. Cane's in an adjoining room getting his hands taped.

CANE
Can't they wait 'til it's over?

Duke has entered.

DUKE
Give us a good show, brother.

CANE
I can't breathe, man, I got the flu, man. I ain't supposed to fight with no flu...

DUKE
You're a fighter, so fight it.

Duke exits.

166 INT. LOCKER ROOM - NIGHT 166

The SOUNDS of the crowd leak into the dressing room as Tommy paces and sweats profusely. He is terribly agitated. Paulie and Jimmy stand by the door preparing to leave. The door opens and a uniformed GUARD sticks his head in.

GUARD
Time.

PAULIE
Okay, Rocko, showtime.

ROCKY
Ready, Tommy?

Tommy nods his head and starts for the door, then pauses.

TOMMY
I need a minute. I just need a minute.

ROCKY
(to Paulie and Jimmy)
Could yas...

PAULIE
Get lost -- yeah.

Tommy paces and absently steps into the large shower room. The voices, of course, REVERB.

TOMMY
I feel like lead.

ROCKY
Yeah, you just got title fight nerves. Y'know how to handle it.

TOMMY
If I lose tonight, I'm over. Nobody'll want me around, I'll be over.

ROCKY
Listen to me, ya wanted this fight an' now ya got it an' ya gonna win it. Ya fightin' two guys tonight, Union Cane an' yaself. To beat Cane ya gotta win the first one with yaself. Take the fear outta ya mind an' put it in ya muscles.
(MORE)

(CONTINUED)

166 CONTINUED: 166

ROCKY (CONT'D)
Be like this bomb, this calm bomb. Inside this bomb's just tickin', waitin' to blow, an' when the bell rings ya gonna explode all over Cane. Ya got the tools to win, ya know how to win, now do ya wanna win?

TOMMY
Thanks. Sorry 'bout all the crap with Duke. He's got my mind messed up.

ROCKY
Talk 'bout it later.

TOMMY
Okay, let's do it.

167 INT. ARENA - WIDE SHOT - NIGHT 167

We look down upon the packed house. The crowd is rowdy and waving banners.

The lights shine down on the stylishly modern ring which resembles a high-tech launching pad.

The ANNOUNCER'S VOICE is heard over the loudspeaker.

ANNOUNCER (V.O.)
Welcome one and all to this grand arena.

CUT TO:

168 INT. ARENA - CLOSEUP - ANNOUNCER - NIGHT 168

The Announcer is in the center of the ring.

The crowd ROARS its approval.

CUT TO:

169 INT. ARENA - NIGHT 169

George Washington Duke sits with well-to-do types. He waves at the crowd.

170 INT. ARENA - NEW ANGLE - TOMMY'S CORNER - NIGHT 170

Tommy is pacing furiously with Rocky, Jimmy, and Paulie in the b.g.

ROCKY
You can do it tonight, just remember ya fight plan.

Tommy stares over at Union Cane.

TOMMY
That bum's scared to death!

171 INT. ARENA - NEW ANGLE - NIGHT 171

ANNOUNCER
Before we announce the fighters for this evening's contest, we have with us a great ex-champion who defined the phrase raw guts and courage -- Philly's own Italian Stallion, Rocky Balboa!!

The crowd goes WILD as Rocky steps forward.

TOMMY
C'mon, ya holdin' up the fight.

Rocky stares at him like a puzzled child.

Rocky steps near the center of the ring.

CUT TO:

172 INT. ARENA - PAULIE - NIGHT 172

From behind the ropes, he leans next to Tommy.

PAULIE
Hey, go easy on him.

Tommy just glares at him.

CUT TO:

173 INT. ARENA - NIGHT 173

Adrian and Rocky, Jr. sit ringside. Rocky nods at them as he passes.

Rocky moves toward Union Cane's corner. Cane wipes at his congested nose.

(CONTINUED)

173 CONTINUED: 173

ROCKY
Good luck.

UNION
(deeply concentrated)
Thanks, man.

Rocky returns to Tommy's corner.

TOMMY
What'd you say to him?

ROCKY
Good luck.

TOMMY
He'll need a "good" doctor.

174 INT. ARENA - NEW ANGLE - NIGHT 174

The Announcer motions for the bell to RING.

ANNOUNCER
Now the man responsible for promoting the most extravagant matches ever conceived in boxing, George Washington Duke.

Duke steps through the ropes, waves at Cane, then goes toward Tommy.

DUKE
Take no prisoners, my man.

175 INT. ARENA - NEW ANGLE - NIGHT 175

ANNOUNCER
Alright, it's time to rumble.

Crowd CHEERS.

ANNOUNCER
(continuing)
In the blue corner, a young man who has had a meteoric rise to the position of number number one contender with a record of twenty-four wins, twenty by way of knockout -- Tommy "The Machine" Gunn!

(CONTINUED)

175 CONTINUED: 175

The crowd goes WILD. Tommy raises his hands and struts several paces.

TOMMY
Get the glue, man, I'm gonna tear that bum apart!

Rocky looks at Paulie, then Jimmy.

PAULIE
He's scared. When in doubt, shout, right.

ROCKY
Yeah, he's nervous.

ANNOUNCER
In the far corner, weighing two hundred and fifteen solid pounds with a record of forty-eight wins and two defeats...

CUT TO:

176 INT. ARENA - TOMMY - NIGHT 176

TOMMY
Get ready to add one more.

CUT TO:

177 INT. ARENA - NIGHT 177

ANNOUNCER
... thirty-six victories by way of knockout, the present Heavyweight Champion of the World -- Union Cane!!

CUT TO:

178 INT. ARENA - UNION CANE - NIGHT 178

The champion sedately nods his head as the crowd APPLAUDS, and heads to the center of the ring.

179 INT. ARENA - WIDE SHOT - NIGHT 179

Both corners move to the REFEREE.

180 INT. ARENA - CLOSEUP - NIGHT 180

Tommy and Union Cane stand face-to-face. Tommy glares at Cane with a mocking grin.

REFEREE
You both know the rules, clean fight all the way. In case of a knockdown, go to a neutral corner. Alright, touch gloves and get ready to fight.

Cane sticks his glove out and Tommy does not return the gesture.

Tommy starts to back away.

TOMMY
I'm gonna put him outta his misery.

ROCKY
What's the matter with you?

TOMMY
I'm pumped, man.

CUT TO:

181 INT. ARENA - NIGHT 181

Union Cane's CORNER MEN step through the ropes.

CORNER MAN #1
Take this punk to school.

CUT TO:

182 INT. ARENA - NIGHT 182

George Washington Duke glances back and forth between Tommy and Cane. He gives a subtle nod to Tommy. Rocky sees this.

ROCKY
I know ya nervous, I was nervous, he is too. Just don't rush nothin', be a class act like Apollo.

TOMMY
Apollo's dead.

Rocky is very upset as he climbs through the ropes.

CUT TO:

183 INT. ARENA - NIGHT 183

Bell Ringer hits the BELL and the fight is on.

CUT TO:

184 INT. ARENA - NIGHT 184

Rocky climbs down between Paulie and Jimmy.

JIMMY
What's his problem?

PAULIE
Give it up, Rocko.

CUT TO:

185 INT. ARENA - THE FIGHT - NIGHT 185

Tommy starts off very aggressively and causes the champion to back-pedal. Cane lands some very solid jabs and has Tommy on the defensive.

CUT TO:

186 INT. ARENA - RINGSIDE COMMENTATORS - NIGHT 186

COMMENTATOR #1
Cane is driving the challenger back with strong jabs.

COMMENTATOR #2
Looks like Balboa has his man in great shape.

COMMENTATOR #1
But tonight he looks like a slow starter.

COMMENTATOR #2
Well, he better start something soon or we'll be home for the ten o'clock news. Oh, there goes Tommy. What a shot to the body! I could hear ribs cracking over here, folks.

CUT TO:

187 INT. ARENA - RING - NIGHT 187

Tommy has Cane trapped against the ropes and is pawing away, trying to set the champion up for a powerful right-hand.

COMMENTATOR #1
Cane is against the ropes, Gunn looks ready to lower the boom.

CUT TO:

188 INT. ARENA - ROCKY AT RINGSIDE - NIGHT 188

ROCKY
(to Jimmy and Paulie)
He's gettin' suckered in, move side to side!

CUT TO:

189 INT. ARENA - RING - NIGHT 189

Tommy fires two right-hands and Cane slips them both and explodes a left into Tommy's body with an overhand right to the jaw.

COMMENTATOR #2
Oh boy, did Gunn get caught cold.

CUT TO:

190 INT. ARENA - NIGHT 190

ROCKY
Tie him up.
(to Jimmy)
He's gonna get nailed with the hook.

PAULIE
Good.

CUT TO:

191 INT. ARENA - RING - NIGHT 191

Cane jabs twice and lands a powerful hook to Gunn's jaw. Gunn is stunned more than hurt. He waves the champion forward and Cane obliges, snapping off a series of six jabs and then changes directions and pushes out two rights, the first finds its mark, the second misses.

(CONTINUED)

191 CONTINUED: 191

Tommy smiles.

TOMMY
C'mon, ol' man.

Cane jabs him again, Tommy slips it.

TOMMY
(continuing)
Too slow, ol' man.

CUT TO:

192 INT. ARENA - ROCKY AT RINGSIDE - NIGHT 192

ROCKY
Don't talk, fight.

CUT TO:

193 INT. ARENA - RING - NIGHT 193

Tommy dances around Cane.

TOMMY
C'mon, ol' man, let's rumble.
Bring it on!

CUT TO:

194 INT. ARENA - RINGSIDE - NIGHT 194

COMMENTATOR #1
The young challenger seems to be talkin' the champion.

COMMENTATOR #2
Hey, he's gotta do more than talk to win this round.

CUT TO:

195 INT. ARENA - RING - NIGHT 195

TOMMY
Time to lose.

As sudden as a cloudburst, Tommy lays into Cane. He rains down blow after blow that backs the champion up several paces, then Cane slips in a beautiful right and sidesteps the rampaging challenger.

(CONTINUED)

195 CONTINUED: 195

Tommy is too quick and pummels Cane. Cane counters with a right and Tommy slips it and drives a left hook deep into Cane's liver. Union Cane drops to one knee, then painfully rises.

CUT TO:

196 OMITTED 196

197 INT. ARENA - RINGSIDE COMMENTATORS - NIGHT 197

COMMENTATOR #2
Oh, that got the champion's attention. Wait, are they stopping the fight?

COMMENTATOR #1
No, Cane says he wants to go on! He's game.

CUT TO:

198 INT. ARENA - RING - NIGHT 198

The Referee motions for the fight to resume. Tommy looks over at Duke who smiles.

Cane makes a feeble attempt at a combination. Tommy takes it and proceeds to pound the champion around the ring. Three hooks and a right have the champion nearly out.

199 INT. ARENA - RINGSIDE - NIGHT 199

Rocky yells to the Referee.

ROCKY
It's over, stop this thing!

200 INT. ARENA - RING - NIGHT 200

Cane is dropped in his corner.

TOMMY
Get up! Come on, get up!

The Referee starts the count.

CUT TO:

201 INT. ARENA - NIGHT 201

COMMENTATOR #1
They call it killer's instinct, folks.

COMMENTATOR #2
Cane's getting up, but his legs are gone.

202 INT. ARENA - RING - NIGHT 202

Tommy begins to savagely beat Cane along the ropes and drops him. The crowd goes WILD.

TOMMY
Get up, champ, ya family's watchin'.

CUT TO:

203 INT. ARENA - ROCKY AT RINGSIDE - NIGHT 203

He looks at Adrian in despair.

204 INT. ARENA - RING - NIGHT 204

Cane weakly rises and he starts to fight back, but the rally is short-lived and he is pummeled to the canvas again.

CUT TO:

205 INT. ARENA - NIGHT 205

Bell-Ringer does his job and the round is over.

CUT TO:

206 INT. ARENA - RING - NIGHT 206

Cane's Corner Men help the champ to his corner.

COMMENTATOR #1
What we're witnessing is savage beating, folks.

CUT TO:

207 INT. ARENA - NIGHT 207

Rocky greets Tommy in the corner.

TOMMY
(smiles)
Ya right about the bomb, it blew him apart.

Paulie hands over the water to Jimmy.

ROCKY
Why don't ya end it.

TOMMY
Hey, you trained me, man.

ROCKY
I didn't train you to beat a man to death.

CUT TO:

208 INT. ARENA - UNION CANE'S CORNER - NIGHT 208

The Corner Men desperately try to revive the fading champion.

CORNER MAN
Try to hold him until you get your legs back.

CANE
They're not comin' back, man.

CUT TO:

209 INT. ARENA - TOMMY'S CORNER - NIGHT 209

The warning BUZZER is heard. Tommy rises.

ROCKY
When ya find an opening, finish it. Don't be an animal.

TOMMY
Hey, it's my show now.

The bell RINGS and Tommy dances forward.

CUT TO:

209A INT. ARENA - NIGHT 209A

Adrian and Rocky Jr. rise and leave.

CUT TO:

209B INT. ARENA - NIGHT 209B

Rocky sees this.

CUT TO:

210 INT. ARENA - RINGSIDE - NIGHT 210

COMMENTATOR #1
Tommy Gunn, and that's what he's been tonight, casually circles the champion.

COMMENTATOR #2
He's actually taking looks at the audience, playing the crowd.

CUT TO:

211 INT. ARENA - RING - NIGHT 211

Tommy bears down on Cane.

TOMMY
Give 'em a good show.

Tommy snaps three battering-ram lefts into Cane's face, then three more.

Cane tries to respond, but Tommy casually sidesteps and gives Cane a disdainful slap.

CUT TO:

212 INT. ARENA - RINGSIDE - NIGHT 212

COMMENTATOR #2
Unbelievable! The challenger is merely toying with the champion. With the power this young man possesses, people, he'll be around for a long time.

CUT TO:

213 INT. ARENA - RING - NIGHT 213

Tommy hooks the stumbling champion into the center of the ring.

CUT TO:

214 INT. ARENA - NIGHT 214

Adrian and Rocky exchange looks.

CUT TO:

215 INT. ARENA - RING - NIGHT 215

Tommy slams home three powerful right-hands that drop Union Cane flat on his back. Tommy stands over the fallen champion and raises his hands in victory.

CUT TO:

216 INT. ARENA - RINGSIDE CROWD - NIGHT 216

Reporters, fans, cameramen pour into the ring as a squad of guards climb on the apron.

CUT TO:

217 INT. ARENA - TOMMY'S CORNER - NIGHT 217

Paulie looks at Rocky and throws down a towel.

Rocky turns and looks at Tommy, who is now being congratulated by George Washington Duke. Rocky climbs into the ring.

CUT TO:

218 INT. ARENA - RING ANNOUNCER - NIGHT 218

ANNOUNCER
(BELL sounds)
Ladies and gentlemen, by way of a knockout coming at two minutes and twenty-five seconds into the second round, we have a new Heavyweight Champion -- Tommy "The Machine" Gunn!!

219 & 220 OMITTED 219 & 220

221 INT. ARENA - NIGHT 221

Rocky turns and glances across the chaos at Union Cane being nearly carried to his corner.

A mini-camera is aimed in Tommy's direction.

TV REPORTER
Tommy, after a stunning victory, now Champion of the World. How's it feel?

DUKE
Never better! What could be better? Tommy's the king now.

TV REPORTER
You seemed to have no problems with Cane.

TOMMY
From the start Cane was scared.

TV REPORTER
When you had Cane hurt early, you didn't try to end it, instead it looked like you were carrying him.

TOMMY
I was only followin' Rocky's orders.

Rocky is stunned, but before he can react, Duke takes control. Rocky walks away as Duke dominates the scene.

DUKE
Before anymore is said, I believe a prediction is apropos. This great event has brought forth a champion of the people and for the people. See everybody at the party.

CUT TO:

222 INT. HALLWAY TO TOMMY'S DRESSING ROOM - NIGHT 222

The corridor leading to Tommy's dressing room is mobbed, mini-cams mounted with sun guns and regular camera flashes causes the area to be riddled with unnerving mayhem.

(CONTINUED)

222 CONTINUED: 222

Tommy, followed by Jimmy, Al and Paulie, moves through the crowd and turns into Tommy's dressing room.

223 INT. LARGE DRESSING ROOM - NIGHT 223

In the dressing room ante area are rows of lockers.

Jimmy, Al, Paulie and Tommy enter.

TOMMY
(to the reporters)
Yeah, sure, I'll answer everything at the party! See everybody at the party!!

The security guard closes the door.

TOMMY
(continuing)
Jimmy, heat up the shower. Man, ya know how long it's been since I've been to a party? But this ain't really a party, it's like what they do in England when they get a new King... It's my time now!

224 & 225 OMITTED 224 & 225

226 INT. HALLWAY OUTSIDE UNION CANE'S DRESSING ROOM - NIGHT 226

Rocky passes by Union Cane's dressing room. The hallway is deserted. Rocky opens the door.

CUT TO:

227 INT. UNION CANE'S DRESSING ROOM - NIGHT 227

The room is absent of all the celebration that was evident before the fight. Cane is on the table in obvious pain. An in-house paramedic hovers over Cane. He has a blood pressure gauge on his arm. His old, black TRAINER stands with him. Cane's thirty-year-old WIFE stands at the table, distraught.

ROCKY
How is he?

(CONTINUED)

227 CONTINUED: 227

TRAINER
Think he's got a bad concussion.

WIFE
Why'd you let your boy do that?

ROCKY
He's not my "boy" no more.

WIFE
Union was sick an' you let this happen. He said you told him to beat on Union. Don't say he's not your boy!

Rocky goes to Cane.

ROCKY
Union, it's me, Rocky. Sorry 'bout this.

CANE
(weakly)
How am I gonna look in front of my people?

ROCKY
You're a class fighter.

The door opens and the paramedics enter with a stretcher.

CANE
People don't remember how ya come in, they remember how ya go out.

They carry Cane out of the room and Rocky is lost in thought.

CUT TO:

228 thru 231 OMITTED 228 thru 231

232 EXT. GRAND HOTEL - NIGHT 232

The outside of the glittering establishment is alive with activities.

232A EXT. GRAND HOTEL - ANOTHER ANGLE - NIGHT 232A

We see Rocky arrive and he heads inside.

233 INT. GRAND HOTEL - NIGHT 233

As Rocky passes many old fans, he keeps his attention focused on a large entranceway at the end of the hall. Many call out his name, but he remains silent.

234 INT. GRAND HOTEL - ROCKY'S POV - NIGHT 234

Double-doors leading to the ballroom. Flanked on either side of the door is a larger-than-life-size photo of Tommy Gunn and a life-size photo cutout of George Washington Duke, which has inscribed in bold lettering: "GEORGE WASHINGTON DUKE PRESENTS: THE BEST OF THE BREED."

235 INT. GRAND HOTEL - NIGHT 235

Rocky moves closer to the doors. He passes through the thickening crowd that mills around the entrance. Four security guards protect the doors. Rocky passes by the guards.

236 OMITTED 236

237 INT. GRAND HOTEL - NIGHT 237

The motif for the event is very modern with a vast variety of lights and pulsating music being provided by a large, hip BAND on an elevated platform. People dance as smoke machines located near the ceiling belch down clouds of swirling mist. Around the room are four minicams representing local television stations. Among all the glamor, Rocky looks totally out of place in his leather jacket and hat.

CUT TO:

237A INT. GRAND HOTEL - NIGHT 237A

Tommy sits on a throne wearing a king's crown and robe. Duke is at his side. Camera FLASHES strobe all over the room.

CUT TO:

238 INT. GRAND HOTEL - NIGHT 238

A MINICAM CREW spots him.

REPORTER #1
Rocky, a few words, please.

Rocky keeps moving, his eyes searching for Tommy.

REPORTER #1
(continuing)
Well, you're back on top. How's it feel to be...

239 INT. GRAND HOTEL - NIGHT 239

Rocky sees Tommy standing with a group of beauties. He kisses one on the neck as she responds with laughter. The girl beside her angles forward and insists for a kiss on her lovely neck. Tommy obliges.

240 INT. GRAND HOTEL - ROCKY'S POV - NIGHT 240

George Washington Duke being interviewed by a local NEWS CAMERA CREW.

CUT TO:

241 INT. GRAND HOTEL - NIGHT 241

Rocky approaches and Tommy glances up from the GIRL he is flirting with, and locks stares with his former mentor.

TOMMY
Look who's here!

Rocky stares at Tommy.

TOMMY
(continuing)
Ladies, I don't know if you remember Rocky, he used to be a champ. Hey, if Adrian ain't around, why don't you take one of these beauties for a test drive -- if ya know what I mean.

ROCKY
Cane's in the hospital.

TOMMY
Sorry.

(CONTINUED)

241 CONTINUED: 241

ROCKY
Why'd ya say what ya did?

TOMMY
(studies Rocky's dour expression)
What? Jeez, look at this face? Say what?

ROCKY
That I told you to beat on Cane?

TOMMY
Look, Rock, ya got something heavy to say, save it 'cause I'm on a high now. I don't wanna hear nothin' heavy.

ROCKY
All I wanted was things to be great between us.

TOMMY
Hey, it's good, real good. Relax, don't get heavy with me, my friend.

ROCKY
Nothin's good here.

TOMMY
Ya makin' money, that's good.

ROCKY
(explodes)
I don't care about money. We were supposed to be like brothers, but I weren't nothin' but this stupid ladder ya was climbing. I been hurt in the ring a lot, but I ain't never felt no hurt like I got inside now.

TOMMY
(explodes)
Hey, don't put that bullshit on me. You were finished before me. Tonight I gave back everybody their pride an' a payday, but that's it. No more charity, no more being called Rocky's Boy. I'm here now. It's my time now, I'm the champ. You, you're out of my life.

(CONTINUED)

241 CONTINUED: (2) 241

ROCKY
I was never in it. I shoulda left ya in the street where I found ya.

Tommy starts to laugh, then suddenly lashes out and shoves Rocky who staggers him back into a tabie.

People in the immediate area jump back.

Tommy starts to take off his warm-up suit top.

TOMMY
C'mon, let me send ya to the hospital with the other bum.

CUT TO:

242 INT. GRAND HOTEL - GEORGE WASHINGTON DUKE - NIGHT 242

He is still being interviewed..

DUKE
... nothing has the passion, the excitement, the...

CAMERAMAN
There's a fight over there!

The Camera Crew moves out.

CUT TO:

243 INT. GRAND HOTEL - NIGHT 243

Rocky moves forward, then decides to turn and go.

TOMMY
Hey, man, finish what you started.

ROCKY
Forget it, ya not even worth hittin'.

CUT TO:

243A INT. GRAND HOTEL - CAMERAMAN - NIGHT 243A

REPORTER
Feed into live TV!!

243B INT. GRAND HOTEL - NIGHT 243B

Duke steps up and tries to simmer the scene down.

DUKE
This is nothing, people, an in-house disagreement.
(to Tommy)
Get hurt, man, it'll cost you a fortune.

TOMMY
Get hurt? You people think I'm Rocky's Boy -- I'm my own man.
(to the camera)
I would've kicked his ass anytime in the ring.

Rocky rises and starts to take off his jacket.

ROCKY
We're not in a ring.

Tommy charges and he and Rocky start pounding away.

Quickly, a security guard comes in between both men. Tommy drops him.

DUKE
You two have gone crazy!?!

TOMMY
I ain't nobody's boy!

CUT TO:

244 OMITTED 244

245 INT. STREET CORNER BAR - NIGHT 245

Thirty patrons crowd closer to view the TELEVISION set over the bar. The program cuts from the regular news to the fight.

TV REPORTER
Tommy Gunn has attacked former champion-trainer, Rocky Balboa. My God, this is better than the title fight!

BARTENDER
Shit, this is a title fight!

CUT TO:

246 OMITTED 246

246A INT. GRAND HOTEL - NIGHT 246A

Rocky and Tommy circle.

TOMMY
Let's go, I'm missin' my party.

Tommy charges Rocky and Rocky begins to circle as Tommy drives several lefts in his face.

TOMMY
(continuing)
Taste good?

Tommy continues to drive Rocky back and between a pair of ice sculptures.

TOMMY
(continuing)
C'mon, everything goes!

Rocky backs into the center of the room. He charges into Tommy with both hands digging into Tommy's body.

CUT TO:

246B INT. GRAND HOTEL - NIGHT 246B

Paulie and Jimmy run across the ballroom and shove their way through the crowd.

CUT TO:

246C INT. GRAND HOTEL - NIGHT 246C

Tommy drives a knee into Rocky's midsection and chops him hard across the back of the neck. Rocky crashes through a pair of swinging doors that lead to the kitchen.

246D INT. GRAND HOTEL - NEW ANGLE - KITCHEN - NIGHT 246D

Rocky and Tommy comes bursting into the kitchen. The staff of twenty-five kitchen workers are startled. The crowd pours in after them.

246E INT. GRAND HOTEL - ANOTHER ANGLE - KITCHEN - NIGHT 246E

Several mini-cams FLASH their sun guns towards the action, thus keeping the fighters constantly washed with sharp lighting configurations.

CUT TO:

246F INT. PAULIE'S ROW HOUSE - ROCKY AND ADRIAN'S BEDROOM - NIGHT 246F

Adrian sits in bed lost in thought. Rocky Jr. comes bursting into the room.

ROCKY JR.
Dad's fightin'!

ADRIAN
What?

ROCKY JR.
Dad's fightin' on television. Come here, look!

246G INT. PAULIE'S ROW HOUSE - LIVING ROOM - NIGHT 246G

Adrian rushes into the living room.

ADRIAN
Why's he fightin'? Who's he fightin'?

ROCKY JR.
Tommy! Kick his ass, Dad!

CUT TO:

247 thru 249 OMITTED 247 thru 249

250 INT. TELEVISION/GRAND HOTEL KITCHEN - NIGHT 250

We see Rocky and Tommy battling it out through the kitchen.

TV REPORTER
The fight has not been stopped and this is no publicity stunt -- that's real blood.

CUT TO:

251 INT. GRAND HOTEL - KITCHEN - FIGHT - NIGHT 251

Rocky backs up as Tommy catches him with three powerful blows.

CUT TO:

252 INT. HOUSEHOLD - NIGHT 252

A FAMILY of three sit around the television set rooting.

FATHER
Take 'em down, Rock!

CUT TO:

253 OMITTED 253

254 INT. GRAND HOTEL - KITCHEN - FIGHT - NIGHT 254

Rocky leaps up and grabs Tommy in a headlock and begins to pound away at his face.

CUT TO:

254A INT. GRAND HOTEL - KITCHEN - NIGHT 254A

Paulie and Jimmy burst through the crowd.

PAULIE
Get 'em, Rocko! Rip his lips!

255 INT. GRAND HOTEL - KITCHEN - NEW ANGLE - NIGHT 255

Rocky's grip is broken and Tommy flings him against a stove.

TOMMY
Ya not a great fighter 'til ya beat a great fighter, ya said that!!

Tommy pauses for a moment to catch his breath. Rocky slowly gets to his feet.

CUT TO:

255A INT. GRAND HOTEL - NIGHT 255A

Duke and Merlin standing on the crowd's inner perimeter.

(CONTINUED)

255A CONTINUED: 255A

DUKE
Stay on him, man!

CUT TO:

256 OMITTED 256

257 INT. GRAND HOTEL - TV REPORTER - NIGHT 257

TV REPORTER
... before me are fighting exhaustion, and strangely enough...

CUT TO:

257A INT. ANDY'S BAR - NIGHT 257A

A crowd of twenty watch the fight.

TV REPORTER
Gunn again in after Balboa!

DRUNK #1
He's gettin' murdered!

ANDY
Forget it, Rocky was better in the street than he was in the ring.

CUT TO:

257B INT. TAXI - NIGHT 257B

Adrian and Rocky Jr. are speeding across town.

ROCKY JR.
Let's go faster!

CUT TO:

258 & 259 OMITTED 258 & 259

260 INT. GRAND HOTEL - KITCHEN - NIGHT 260

Rocky dodges a trash can thrown at him and backs away as Tommy heaves a second trash can.

CUT TO:

260A INT. GRAND HOTEL - KITCHEN - NIGHT 260A

Kitchen workers cheering Rocky on.

CUT TO:

260B INT. GRAND HOTEL - KITCHEN - PAULIE - NIGHT 260B

PAULIE
Rocko, remember the neighborhood!

CUT TO:

261 OMITTED 261

262 INT. GRAND HOTEL - KITCHEN - FIGHT - NIGHT 262

A wave of people flow behind the combatants as they move across the immense kitchen.

Rocky and Tommyh now square-off, punch after punch, bouncing off of kitchen equipment.

263 INT. GRAND HOTEL - KITCHEN - ROCKY'S POV - NIGHT 263

Rocky's vision is badly distorted.

TOMMY
You'll never beat me, never!

ROCKY
I never wanted to.

Rocky wearily backs up, Tommy in pursuit.

DUKE
Drop him, man, the city's watchin'!

TOMMY
You were in it for the money, not me.

ROCKY
Look at us! Like dogs fightin'. I respected ya.

TOMMY
Did you?

(CONTINUED)

263 CONTINUED: 263

ROCKY
He sucked you in, he made ya think I was ya enemy. I loved ya, man! Get out while ya can fight -- ya ain't provin' nothin'.

TOMMY
Only who's best.

Rocky starts walking away.

TV REPORTER
Balboa has turned away from the fight, it appears he's had enough.

CUT TO:

264 INT. ANDY'S BAR - NIGHT 264

The drinkers are disappointed. Losing betters are asked to pay up.

CUT TO:

264A INT. GRAND HOTEL - KITCHEN - PAULIE AND JIMMY - NIGHT 264A

JIMMY
The kid was too strong.

PAULIE
I don't believe it.

CUT TO:

264B EXT. TAXI - NIGHT 265B

Taxi with Rocky Jr. and Adrian speeding.

CUT TO:

265 & 266 OMITTED 265 & 266

267 INT. GRAND HOTEL - KITCHEN - FIGHT - NIGHT 267

Rocky staggers up to the crowd, many of whom look disappointed. He starts to make his way through the crowd when someone shouts "Behind you."

(CONTINUED)

267 CONTINUED: 267

Rocky barely turns when he is hit by Tommy.

Rocky crashes forward and collides heavily against a pair of doors and rolls outside into an alleyway.

TOMMY
Where's the pride, man?

267A EXT. GRAND HOTEL - ALLEY - NIGHT 267A

Rocky slowly rises and Tommy slams him in the jaw.

DUKE
You got it! We got ratin's tonight!!

The crowd is pouring out.

PAULIE
Get up, Rocko! Get mad!

CUT TO:

268 & 269 OMITTED 268 & 269

270 EXT. GRAND HOTEL - ALLEY - NIGHT 270

Hunched over, Rocky takes another shot in the ribs, but catches Tommy's liver twice.

Tommy doubles over in pain as Rocky gets to his feet. He shakes off the effects of the blow and with renewed energy he charges forward and rips punch after punch into Tommy's midsection. Tommy counters with an elbow to Rocky's face that staggers the ex-champion.

TOMMY
I gotta know who's the best!

ROCKY
It's all bullshit!

TOMMY
C'mon, toe to toe. Bring it on!

Rocky charges forward and ducks beneath three wild swings and clips Tommy in the jaw. Tommy retaliates with two right hands that buckle Rocky's knees. The street and crowd SOUND transform into a haunting REVERBERATION.

CUT TO:

271 EXT. STREET - NIGHT 271

A cab arrives at the scene and Adrian and Rocky Jr. rush out.

CUT TO:

272 EXT. STREET - PAULIE AND JIMMY - NIGHT 272

JIMMY
C'mon, Rocky, dig down!!

PAULIE
Go for it, one last time!

CUT TO:

273 EXT. STREET - NIGHT 273

Rocky is nearly out of his feet, but manages to trade blows with Tommy who is losing steam fast.

DUKE
C'mon, man, you look like a damn fool.

274 EXT. STREET - NEW ANGLE - NIGHT 274

Adrian and her son push through the crowd.

CUT TO:

275 EXT. STREET - FIGHT - NIGHT 275

Rocky manages to back up and leaps high into the air and catches Tommy flush on the chin and the huge man stumbles back. Rocky now moves in for the kill. Hook after hook finds their mark until Rocky has Tommy pinned against the front of an idling bus. He holds Tommy by the throat and is about to deliver the final blow. He searches Tommy's eyes and releases his grip and backs away. Tommy takes one step forward, then collapses onto the pavement.

The crowd ERUPTS.

CUT TO:

276 EXT. STREET - PAULIE AND JIMMY - NIGHT 276

Paulie and Jimmy cheer, and rush forward.

CUT TO:

276A INT. HOSPITAL HALLWAY - NIGHT 276A

CHEERING reverberates down the hallway as Union Cane and his family cheer the results.

CUT TO:

277 & 278 OMITTED 277 & 278

278A EXT. STREET - DUKE - NIGHT 278A

He stands over Tommy.

DUKE
You blew a fortune. You a fool now, a fool to everybody, you son of a bitch!

Tommy rises and glares at Duke.

DUKE
(continuing)
Touch me an' I'll sue, brother!

Tommy hauls off and decks him.

TOMMY
... so sue.

CUT TO:

279 EXT. STREET - TV REPORTERS MINI-CAM - NIGHT 279

REPORTER
The old iron horse from Philadelphia pulling out some old magic to defeat the heavyweight champion.

CUT TO:

280 EXT. STREET - NIGHT 280

Adrian and Rocky Jr. try to get to Rocky who is surrounded by the crowd.

ADRIAN
Let me through!! Rocky! Rocky!

(CONTINUED)

280 CONTINUED: 280

ROCKY JR.
Dad, that was great!

Adrian rushes up to Rocky followed by Rocky Jr.

PAULIE
Rocko, excellent work!

JIMMY
Still got crunch in ya punch!

ROCKY
... so did he.

ADRIAN
(rushing up)
Rocky! Are you alright?!

ROCKY
Yeah, I'm alright. Hey, kid.

ROCKY JR.
Dad, you're the best. That was radical!

ROCKY
Thanks, Adrian, I had to work things out -- y'know, my way.

ADRIAN
But you could've gotten killed, you're so crazy sometimes.

ROCKY
Adrian, you was right, you an' the kid is all that mattered.

Tommy walks through the crowd.

TOMMY
Rock, he had me crazy, I didn't know what I was doing no more. Yo proved you're a better man. I made mistakes, I can't change that, but I want back in if ya'll take me.

Rocky looks at Adrian and his child.

ROCKY
I got other responsibilities now.

He and the family start to move off.

(CONTINUED)

280 CONTINUED: (2)

ADRIAN
Rocky, you should go to a hospital.

ROCKY
All I wanna do is go home. I think I'm catching a cold.

ROCKY JR.
Dad, don't worry about anything, you can always train me.

ADRIAN
Not a chance.

ROCKY
Ya don't fight with ya mother, she's the toughest person I know!

Rocky and family are engulfed by the crowd as the CAMERA CRANES UP into the night.

THE END